

**BY-LAWS OF
RIVERTON COMMUNITY ASSOCIATION, INC.**

ARTICLE I

GENERAL

1.1. **PURPOSES AND OFFICE.** The name of the Association shall be Riverton Community Association, Inc. The Association shall have such purposes, powers and principal office as set forth in the Certificate of Incorporation of the Association.

1.2. **DEFINITIONS.** Words, when used in these By-Laws and when the first letters thereof are capitalized, shall have the meanings as defined in the then existing Declaration of Covenants, Conditions, Restrictions and Easements affecting Riverton or as may be further defined in this section.

1.3. **DIRECTION.** The Board shall be responsible for the management of the affairs and business of the Association, including without limitation: the adoption of rules and regulations governing the use of the property and facilities owned by the Association, the operation of programs thereon, the conduct of Members and their guests thereon and the establishment of penalties for infractions thereof; the levying of annual assessments and special assessments pursuant to the provisions of the Declaration; the purchase, lease and mortgaging of property pursuant to the provisions of the Declaration; the entering into of contracts of all kinds and the exercise of all such other duties and powers of the Association as set forth in the Declaration, except where such duties and powers are expressly reserved to the Members pursuant to the Declaration, the Not-for-Profit Corporation Law of the State of New York or the Certificate of Incorporation of the Association.

ARTICLE II

MEMBERSHIP

2.1. **CLASSES OF MEMBERS.** The following shall be Members, and shall constitute the entire membership of the Association:

a. CLASS A MEMBERS

1. Each Resident eighteen (18) years or older shall be a Class A Member, and if registered in accordance with Section 2.5 hereof, shall be entitled to one (1) vote.

2. Each Owner of a Single Family Dwelling Unit shall be a Class A Member, and, if registered in accordance with Section 2.5 hereof, shall be entitled to one (1) vote for each such Single Family Dwelling Unit owned. In the event two or more persons own a Single Family Dwelling Unit, all such persons shall be Members entitled to a single vote for such Unit to be exercised as they among themselves determine.

b. CLASS B MEMBERS

1. Each Owner of a Multifamily Structure shall be a Class B Member, and, if registered in accordance with Section 2.5 hereof, shall be entitled to one (1) vote, plus an additional vote for every 125 Completed Living Units contained in Multifamily Structures owned by said Owner.

2. Each Owner of a Nonresidential Structure shall be a Class B Member, and, if registered in accordance with Section 2.5 hereof, shall be entitled to one (1) vote, plus an additional vote for each full 3,500 square feet contained in Nonresidential Structures owned by said Owner.

A person or entity entitled to one or more votes pursuant to any provisions of this Section 2.1 may also be entitled to one or more votes pursuant to any other provision of this Section 2.1.

2.2. **SUSPENSION OF MEMBERSHIP.** The Board may suspend the voting rights and rights of enjoyment in the

b. Shall be more than thirty (30) days past due in the payment of any assessment levied by the Association pursuant to the provisions of the Declaration.

Such suspension shall be for the balance of the period in which said Member shall remain in violation, breach or default, as aforesaid, and for a period of up to thirty (30) days after the cure of such violation, breach or default.

2.3. TERMINATION OF MEMBERSHIP. No Resident shall continue to be a Member by reason of residency after he shall cease to be a Resident. No Owner shall continue to be a Member by reason of ownership after he shall cease to own or to hold an ownership interest in any Single Family Dwelling Unit, Multifamily Structure or Nonresidential Structure.

2.4. INITIATION FEES AND DUES. No Member shall be charged initiation fees or dues to become or remain a Member of the Association. Members shall be obligated, however, to pay all assessments which may or shall be levied pursuant to the provisions of the Declaration.

2.5. REGISTRATION.

a. Qualification to vote shall require registration as a Resident and/or Owner on the official register of voting members maintained by the Board or its representatives. Any Member may become a registered Member upon submission of proof satisfactory in form and content to the Board as to status as a Member. The register shall remain open for new registrations at such times during reasonable business hours as the Board may direct. Only registered Members of the Association may vote at regular or special meetings of the membership.

b. To prove membership status, the Member shall furnish proof satisfactory to the Board. Such proof may include but is not limited to a deed, a lease, driver's license, or affidavit (or affirmation) of residence.

c. Members who have registered prior to the effective date of these By-Laws need not register.

ARTICLE III

BOARD OF DIRECTORS

3.1. CLASSES OF DIRECTORS. The Board shall be divided into two (2) classes, designated as "Class A" and "Class B" Directors. Class A Directors shall be elected by the Class A Members and Class B Directors shall be elected by the Class B Members. A person shall not be required to be a Member, or a Member of any particular class, in order to be a Director.

3.2. NUMBER OF DIRECTORS; TERM. There shall be six Class A Directors and one Class B Director, who shall serve (3) year terms. Two Class A Directors shall be elected each year and the one Class B Director shall be elected every three years, and each Director shall serve until a successor is elected or appointed and qualifies, unless his directorship shall be vacated by resignation, death or removal.

3.3. NOMINATIONS FOR ELECTION. Nominations for the election of Class A Directors shall be made by a nominating committee appointed by the six Class A Directors from among Members entitled to vote for Class A Directors. Class A Directors shall be eligible to serve on such committee. The nominating committee for Class B Directors shall be the Board until such time as a Class B Director is elected, at which time the incumbent Class B Director shall be the nominating committee for that Class. In addition to the nominating committee, nominations for a Class A Director may also be made by written petition of ten or more Class A Members and nominations for the Class B Director may be made by written petition of two or more Class B Members, provided that the nominating petitions are filed with the Board at least seven (7) days prior to the annual meeting of the Members. Nominations may not be made from the floor at the annual meeting.

3.4. INTERIM DIRECTORS. Following adoption of these Amended By-Laws, the Board in office at the time of said amendment shall continue to serve as the Board, with all rights and duties set forth herein, until an election of Directors

may be held in accordance with these Amended By-Laws. Such election shall be held at the next Annual Meeting of Members following the date these Amended By-Laws become effective.

3.5. **ELECTION OF DIRECTORS.** Directors shall be elected by a majority of votes cast by secret written ballot, with the form of the ballot and the procedure for the casting of the same to be fixed and determined by the Board. In the event there is no contest, those nominated shall be deemed elected upon certification thereof by the Secretary of the Association.

3.6. **VACANCY.** A vacancy of a Class A Director shall be filled by a vote of the Class A Directors then in office, and a Director so chosen shall serve until the next annual meeting of Members, when a Director shall be elected to serve any remaining balance of the term of the departing Class A Director. A vacancy of the Class B Director shall be filled by a special election of the Class B Members. Such election shall be called by the Board for a date not later than 30 days after the occurrence of the vacancy. The Class B Director so elected shall serve the balance of the term of the departing Class B Director.

3.7. **COMPENSATION.** No Director shall receive compensation for any service he may render to the Association as a Director. However, Directors may be reimbursed for their actual expenses incurred in the performance of their duties as Directors.

3.8. **ACTIONS WITHOUT MEETINGS.** The Board shall have the right to take any action in the absence of a meeting which it would take at a meeting, by obtaining written approval of all of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Board.

3.9. **MEETINGS OF THE BOARD.** Meetings of the Board shall be held at such time and place within or outside of Riverton as may be fixed by the Board. Regular Meetings may be held without notice at the time and place fixed by the Board, and the Regular Annual Meeting of the Board shall be held without notice immediately following the Annual Meeting of Members at the place of such Annual Meeting of Members. Special Meetings of the Board may be held at any time upon call by the President or upon the written request of one-fifth (1/5) of the Directors then in office.

3.10. **NOTICE OF SPECIAL MEETINGS.** Written notice of the place, day and hour of each Special Meeting of the Board shall be given to each Director by personal delivery or delivery to his residence or usual place of business at least two (2) days prior to said meeting, or by postage-prepaid first class mail addressed to each Director at his last known post office address according to the records of the Association, postmarked at least four (4) days prior to said meeting. Notice of any Special Meeting of the Board need not be given to any Director who submits a signed Waiver of Notice, whether before, during, or after said meeting, or who attends said meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

3.11. **QUORUMS OF BOARD.** A majority of the number of Directors shall constitute a quorum for the transaction of business at each meeting of the Board. In the absence of a quorum, a majority of Directors present at any meeting of the Board shall have the power to adjourn such meeting from time to time, without notice other than an announcement at such meeting. At such adjourned meeting, if a quorum shall be present, any business may be transacted which might have been transacted at the meeting of the Board as originally called. A majority of votes cast shall be sufficient to take any action except as otherwise provided by statute or by these By-Laws. Once a quorum has been established, it is not lost because one or more Directors leaves the Meeting.

3.12. **COMMITTEES OF THE BOARD.** The Board may, in its discretion, elect from among its Members an Executive Committee, an Architectural Review Board, and other standing committees, each consisting of one (1) or more Directors. Each such committee shall have all of the authority of the Board, except that no such committee shall have authority as to the following matters:

- a. The submission to Members of any action requiring membership approval.
- b. The election of Officers.
- c. The filling of vacancies on the Board or in any committee.

d. The amendment or repeal of the By-Laws or the adoption of new By-Laws.

e. The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

The Architectural Review Board shall have only the powers specifically granted to it in the Declaration.

Each such committee shall serve at the pleasure of the Board, and the Board shall have the authority at any time to change the membership of any committee, to fill vacancies in it, or to dissolve it. All such committees shall report to the Board whenever requested by the Board to do so, and shall keep regular minutes of their meetings when instructed by the Board to do so. The quorum requirements of Section 3.11 shall apply to the committees.

3.13. BOOKS AND RECORDS. The Board shall maintain both a record of votes and minutes for each of its meetings and the meetings of its committees. The Board shall make such records and minutes, the books of account of the Association and current copies of the Association's Certificate of Incorporation, these By-Laws and the Declaration available at reasonable place and times for inspection by Members.

ARTICLE IV

MEETINGS OF MEMBERS

4.1. PLACE OF MEETINGS. Meetings of Members for any purpose shall be held in Riverton, or at such place within Monroe County, New York, as may be designated by the Board.

4.2. ANNUAL MEETINGS. The Annual Meeting of the Members shall be held on any day during the month of March of each year at such day and time as the Board shall designate, for the election of Directors and for the transaction of such other business as may properly come before the meeting.

4.3. SPECIAL MEETINGS. Special Meetings of the Members may be called at any time by the Board or the President of the Association. A Special Meeting of the Members may also be called upon written request received from 75 of the Class A Members in good standing. The business to be transacted at such Special Meeting shall be confined to the purposes stated in the notice of that meeting.

4.4. NOTICE OF MEETINGS. Written notice of each meeting of the Members shall be given by, or at the discretion of, the Secretary of the Association or the person authorized to call such meeting, by delivering notice thereof personally or by postage-prepaid first class mail, not less than ten (10) nor more than fifty (50) days prior to the date of such meeting or by posting said notice in the Common Property or other public area within Riverton before the date of the meeting; if notice is sent by mail, it should be delivered to the address of each Member entitled to vote thereat as set forth on the books of the Association. Such notice shall specify the place, date and hour of the meeting, and, unless it is an Annual Meeting, the purposes or purpose for which the meeting is called.

4.5. RECORD DATE. The Board shall fix the record date for voting at any meeting of Members, which date shall be no less than ten (10) and no more than fifty (50) days prior to the date of such meeting.

4.6. QUORUMS. In the absence of a quorum at any meeting of the Members, the Members present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented, at which time any business may be transacted which might have been transacted at the meeting as originally called. The presence, in person or by proxy, of one hundred (100) Members who are registered in accordance with Section 2.5 or one-tenth (1/10) of the total Members who are registered in accordance with Section 2.5, whichever is less, shall be required in order to constitute a quorum for the transaction of business at any meeting of the Members. Once a quorum is established, it is not lost because any Members leave the Meeting. Any meeting in which a quorum is obtained may be adjourned from time to time as determined by a vote at such meeting.

4.7. PROXIES. Each Member entitled to vote at a meeting of the Members may vote in person or by proxy. A proxy shall be in writing, subscribed by the Member or his duly authorized attorney-in-fact, dated and filed with the Secretary

of the Association. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing the same, except as otherwise provided by law.

4.8. VOTING ON ISSUES. Issues brought before the membership for determination shall be determined by a majority of the votes cast. Directors shall be elected by a plurality of the votes cast.

4.9. BOOKS AND RECORDS. The Secretary of the Association shall maintain both a record of votes and minutes for each Annual and Special Meeting of the Members. The Secretary of the Association shall make such records and minutes available at reasonable places and times for inspection by Members and the Secretary.

ARTICLE V

OFFICERS

5.1. ELECTION OF OFFICERS. The Board at the Regular Annual Meeting thereof following the Annual Meeting of Members shall elect a President, a Vice President, a Secretary and a Treasurer, as well as persons to fill such other offices as the Board may from time to time by resolution create. Any two (2) or more offices may be held by the same person except the offices of President and Secretary. Each such officer shall serve until the next Annual Meeting of the Board and until his successor is elected and qualifies, unless his office shall be vacated by death, resignation, removal or otherwise.

5.2. REMOVAL AND VACANCIES. Any officer may be removed from office by the Board at any time with or without cause. The Board shall not reappoint an officer once removed during that term of office. Removal for cause shall include, but not be limited to, absence from more than four (4) Board meetings within one year from the date of election or appointment. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Any vacancy in an elected office may be filled by the Board at any meeting thereof, and the officer so appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

5.3. OTHER OFFICERS. The Board may elect such assistant or subordinate officers as it may deem proper from time to time, who shall hold such office only at the pleasure of the Board. The Board may from time to time authorize the President to appoint and remove such assistant and subordinate officers and prescribe the powers and duties thereof.

5.4. COMPENSATION OF OFFICERS. The Board shall fix the compensation of all officers of the Association.

5.5. DUTIES OF OFFICERS. Duties of the officers of the Association shall include, without limitation, the following:

a. The President shall be the Chief Executive Officer of the Association and shall, subject to the direction of the Board, be responsible for the general management of the Association. The President shall preside at all meetings of the Board and the Members, shall effectuate and enforce the orders and resolutions, of the Board, and shall be empowered to sign all leases, mortgages, deeds, promissory notes and other written instruments on behalf of the Association.

b. Any one or more of the Vice Presidents may be designated by the Board as an Executive Vice President. At the request of the President or in his absence or during his disability, the Executive Vice President shall perform the duties and exercise the functions of the President. If there shall be more than one Vice President and no Executive Vice President, the Board may determine the Vice President who shall perform all of such duties and exercise all of such functions.

c. The Secretary shall record the votes and keep the Minutes of all meetings and proceedings of the Board and the Members, shall retain the corporate seal of the Association and affix the same on all papers requiring said seal, shall serve notice of meetings of the Board and of the Members, shall keep appropriate current membership records and shall perform such other duties as may be required by the Board.

d. The Treasurer shall receive and deposit in appropriate banking accounts all monies of the Association and shall disburse such funds, all as directed by resolution of the Board. The Treasurer shall keep proper books of account, shall

cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year and shall prepare an annual budget and a statement of income and expenditures to be presented at the Annual Meeting of Members.

ARTICLE VI

AMENDMENTS AND CONFLICTS

6.1. AMENDMENTS. These By-Laws may be amended by an affirmative resolution adopted at any meeting of the registered Members duly called and held for such purpose. The Board shall also have the power to amend these By-Laws by a majority vote of the entire Board at any regular meeting or at any meeting duly called and held for that purpose; however, the Members shall have the right thereafter by resolution adopted as aforesaid, to amend or repeal any By-Law so adopted, amended or repealed by the Board. If any By-Law regulating the election of Directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of the Members for the election of Directors any By-Law so adopted, amended or repealed, together with a concise statement of the changes made.

6.2. CONFLICTS. In the event of any conflict between the Association's Certificate of Incorporation and these By-Laws, the Certificate of Incorporation shall control. In the event of any conflict between the Declaration and these By-Laws, the Declaration shall control.

6.3. FISCAL YEAR. Each fiscal year of the Association shall commence on October 1.

6.4. GOVERNING LAW. These By-Laws shall be governed by and construed in accordance with the laws of the State of New York.

6.5. EFFECTIVE DATE. These By-Laws shall become effective upon the effective date of the Amended and Restated Declaration of Covenants, Conditions, Restrictions and Easements, entered into between Riverton Community Association, Inc., and Riverton Properties, Inc.