

BY-LAWS (Proposed new By-Laws 2013)

of

CROOKED LAKE HOMEOWNERS' ASSOCIATION, INC. (CLHOA)

ARTICLE I – OFFICES

The principal office shall be the home address of the current President. The corporation may also have offices at such other places within NY state as the Board may from time to time determine or the business of the corporation may require.

ARTICLE II – PURPOSES

The purposes for which this corporation has been organized are as follows:

- (a) To preserve and protect the environs of Crooked Lake, Onondaga County, New York and its Watershed and educate the Members and Public on the importance of Crooked Lake as a unique natural and recreational resource.
- (b) To promote cooperation among its members, property owners and other persons who have legal access to Crooked Lake, and to generally provide for mutual assistance, enjoyment, recreation and entertainment among such persons;
- (c) To protect and enhance the property values of the members.
- (d) To furnish an environment conducive to fishing, boating, swimming and outdoor sports activities and recreation, at Crooked Lake.
- (e) To make and perform any contracts and do any other acts and things, the exercise of any powers suitable, convenient, proper or incidental for the accomplishment of any objects enumerated herein, but not for the pecuniary profit or financial gain of its members.

ARTICLE III - MEMBERSHIP

1. QUALIFICATIONS FOR MEMBERSHIP.

The membership of the corporation shall consist of those persons (individuals, LLCs, Trusts) who own real property directly abutting Crooked Lake, or who own real property

which provides for deeded access to the Lake. This will be determined by cross referencing the properties on the tax map that meet the criteria with the names of the owners of those properties as they appear on the assessment roles at the beginning of each property/school tax year. Members may be added or removed at other times when appropriate documentation is made available to the Secretary.

2. VOTING RIGHTS OF MEMBERS.

Each person who is a member shall have only one (1) vote. If property is owned jointly, any of the joint owners may vote, but the owners of the jointly owned property, shall collectively have only one (1) vote. If any member owns more than one parcel of real property, such member shall be entitled to only one vote for all such properties, in the aggregate, and not one vote for each property so owned.

3. WITHDRAWAL FROM MEMBERSHIP.

Any member may withdraw from membership at any time, by written resignation submitted to the Secretary. In the event of such withdrawal, there shall be no proration or refund of dues paid by the withdrawing member, further said member shall no longer be entitled to CLHOA benefits or privileges.

4. TERMINATION OF MEMBERSHIP.

Membership may be terminated, by vote of two-thirds of the membership then present at any meeting of the membership, or two-thirds vote of the Board of Directors at any meeting of the Board. The member sought to be terminated shall be given written notice of such possible termination and shall be given an opportunity, at the next regular meeting of the membership or Board of Directors, whichever the case may be, to show why his/her membership should not be terminated.

5. MEMBERSHIP MEETINGS.

The annual membership meeting of the corporation shall be held between July 1 and Oct 30 each year. The secretary shall notify every member in good standing of the time and place of the annual meeting. The notice shall be made to each member at least ten (10) days prior to this meeting at their address as it appears on the membership roll book of the corporation.

The presence in person or by proxy at any membership meeting of not less than one-third (1/3) of all members in good standing shall constitute a quorum and shall be necessary to conduct the business of the corporation. If a quorum is not present, then the presiding officer may adjourn the meeting to a day and hour fixed. The secretary shall cause a notice of the re-scheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting. If a quorum cannot be established a proxy vote to

conduct scheduled business may be called and executed by 2/3 vote of the Board of Directors.

A membership roll showing the list of members as of the record date, certified by the secretary of the corporation, shall be produced at any meeting of membership upon the request therefore of any member who has given written notice to the corporation that such request will be made at least ten days prior to such meeting.

6. SPECIAL MEETINGS.

Special meetings of the corporation may be called by the President at any time on his/her own initiative or by the President upon request by a petition, stating a definite reason for such meeting. Such petition shall be signed by five (5) members in good standing. The secretary shall cause a notice of such meeting to be sent to each member, at their addresses as they appear in the membership roll book at least ten days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

7. FIXING RECORD DATE.

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for any other action, the Board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty or less than ten days before any such meeting.

8. ACTION BY MEMBERS WITH A MEETING.

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

9. PROXIES.

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by written proxy.

Every proxy must be signed by the member or his attorney-in-fact. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. No member may vote more than one (1) proxy vote on any issue for which membership voting is required.

10. ORDER OF BUSINESS.

The order of business at all meetings of members shall be as follows:

- a) Roll call;
- b) Reading of the minutes of the preceding meeting;
- c) Reports of officers;
- d) Reports of committees;
- e) Old and unfinished business;
- f) New business;
- g) Reading and approval of minutes of meeting just held, if requested.

11. MEMBERSHIP DUES.

The annual dues shall be set by the Board after reviewing operating expenses and income. This determination will be presented at the annual meeting. These dues shall be for the period beginning the first day of September of each year and ending the thirtieth day of August the following year. Such dues may be prorated for any new member who joins the corporation during the year.

The annual dues shall be payable by all members on or about the first day of September that begins the year for which dues are owed, and shall be paid to the Treasurer.

12. EXTRAORDINARY EXPENSES.

From time to time circumstances may arise where additional funding is required to meet the goals of the organization. On these occasions the Board shall organize a funding drive using all appropriate means available and necessary to inform the membership of the specific need and solicit their participation.

ARTICLE IV - DIRECTORS

1. MANAGEMENT OF THE CORPORATION.

The corporation shall be managed by the Board of Directors which shall consist of the current officers of the corporation, three directors, who shall be elected as provided in the By-Laws, and the immediate past President of the corporation, who shall be a non-voting member of Board. The number of directors may be increased by amendment to these By-Laws.

2. DUTIES AND POWERS OF THE BOARD OF DIRECTORS.

The Board of Directors shall have general charge and management of the affairs, funds and property of the corporation. They shall have full power and it shall be their duty to carry out the purposes of the corporation according to its By-Laws.

The Board of Directors shall have the power to appoint such committees as they may deem necessary; to vote the expenditure of money as they may deem necessary or advisable; and to contract or lease or purchase in the name of the corporation any property or facilities for the use of the members.

The Board of Directors shall appoint an assistant to the Treasurer who, with the approval of the Board, may act in his/her stead when the Treasurer is not available.

The Board of Directors shall have the power to make rules for the conduct of the members, the use of the corporation's property and to define and limit the conduct of its members not inconsistent, however, with anything set forth in these by-laws. The Board shall also have the power and authority, and it shall be its duty, to determine whether the conduct of any member is detrimental to the welfare of the corporation and to fix the penalty for misconduct or any willful violation of the By-Laws.

3. ELECTION AND TERM OF DIRECTORS.

The membership shall elect the three directors, who are not officers to hold office. Each director shall hold office until the expiration of the term for which he was elected and until his successor has been elected and shall have qualified, or until his prior resignation or removal. The three directors shall be initially elected at the first meeting of the membership. One director shall be elected for a term of one (1) year; one director for a term of two (2) years, and one director for a term of three (3) years. Thereafter, the term of office for each of the elected directors shall be three (3) years. The immediate past President of the corporation shall serve as a non-voting member of the Board for a period of one (1) year following the election of the new President. Each active member shall be entitled to one vote for each Director to be elected, and the candidate receiving a majority of the votes cast shall be declared elected. Such election of directors shall take place at the annual meeting of the membership.

4. INCREASE OR DECREASE IN NUMBER OF DIRECTORS.

The number of directors may be increased or decreased by vote of the members or by a vote of a majority of all of the directors. No decrease in number of directors shall shorten the term of any incumbent director.

5. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board for any reason may be filled by the President. A director

elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of this predecessor.

6. REMOVAL OF DIRECTORS.

Any or all of the directors may be removed for cause by vote of the members or by action of the Board. Directors may be removed without cause only by vote of the members.

RESIGNATION.

A director may resign at any time by giving written notice to the Board, the President or the Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective. Should any director sell his real property on Crooked Lake, his tenure as a director shall immediately terminate, and such vacancy be filled by the President. Such successor director shall serve for the unexpired term of his predecessor.

8. SALARY.

The directors shall not be entitled to any salary or compensation for services rendered to the corporation.

9. QUORUM OF DIRECTORS.

Unless otherwise provided in the certificate of incorporation, a majority (four) of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.

10. ACTION OF THE BOARD.

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each director present shall have one vote, except the immediate past President of the corporation, who shall be a non-voting member of the Board.

11. PLACE AND TIME OF BOARD MEETINGS.

The Board may hold its meetings in the Town of Tully, County of Onondaga, or at such other places, either within or without the state, as it may from time to time determine.

12. REGULAR ANNUAL MEETINGS.

A regular annual meeting of the Board shall be held immediately following the annual meeting of members at the place of such annual meeting of members.

13. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT.

Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the directors and may be called by the President upon five days' notice to each director either personally or by mail or by electronic means; special meetings shall be called by the President or by the Secretary in a like manner on written request of two directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

14. CHAIRMAN.

At all meetings of the Board, the President, or in his absence, a Chairman chosen by the Board, shall preside.

15. EXECUTIVE COMMITTEE.

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee consisting of three directors, the existing President and the immediate past President of the Association, who shall be a non-voting member of the Executive Committee. The existing President shall also be an ex-officio member of any and all other committees designated by the Board.

ARTICLE V - OFFICERS

1. OFFICES, ELECTION, TERM.

Unless otherwise provided for in the certificate of incorporation, the members will, at their annual meeting, elect a President, one or more Vice-Presidents, a Secretary and a Treasurer, and such other officers as it may determine who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the next annual meeting of members. Each officer shall hold office for the term for which he/she is elected or appointed and until his/her successor has been elected or appointed and qualified.

2. REMOVAL, RESIGNATION, SALARY.

Any officer elected or appointed may be removed by the Board with or without cause. In the event of the death, resignation or removal of an officer, the Board in its discretion may

elect or appoint a successor to fill the unexpired term. The officers shall be not be entitled to any salary or compensation for services rendered to the corporation.

3. PRESIDENT.

The President shall be the chief executive officer of the corporation; he/she shall preside at all meetings of the members and of the Board; he/she shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the Board are carried into effect.

4. VICE PRESIDENTS.

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

5. TREASURER.

The Treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the directors may designate, sign and execute all contracts in the name of the corporation, when countersigned by the President; he/she shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the Board of Directors; he/she shall at all reasonable times exhibit his/her books and accounts to any director or member of the corporation upon application at the office of the corporation during ordinary business hours. At the end of each corporate year, he/she shall have an audit of the accounts of the corporation made by a committee appointed by the President, and shall present such audit in writing at the annual meeting of the members, at which time he/she shall also present an annual report setting forth in full the financial conditions of the corporation.

6. SECRETARY.

The Secretary shall keep the minutes of the Board of Directors and also the minutes of the member meetings. He/she shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors. He/she shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the Board of Directors may direct; he/she shall attend to such correspondence as may be assigned , and perform all the duties incidental to his/her office. He/she shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and the time when they became members.

ARTICLE VI - SEAL

The seal of the corporation shall be as follows:

ARTICLE VII - CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

ARTICLE VIII - AMENDMENTS

The by-laws may be adopted, amended or repealed by a majority vote of the members at the time they are entitled to vote in the election of directors. The by-laws may be amended by a proposal of a majority of the Board of Directors, or by petition subscribed by at least 15 members in good standing and submitted to the President.

ARTICLE IX - MEMBER RULES OF CONDUCT

1. No member shall operate, endorse, permit or allow the operation of any motorized watercraft (or other vehicle) on Crooked Lake other than those powered by muscle, wind or battery driven electric motors. Motorized commercial watercraft engaged in Board sanctioned lake maintenance are permitted only for the duration of such maintenance activities.
2. No member shall permit or offer for sale any property directly abutting or with deeded access to the lake that results in access to Crooked Lake for more than one single family home constructed upon such property.
3. No member shall permit, lease or sell any Crooked Lake natural resource (land, water, minerals) for use by any commercial venture.
4. Members shall take all appropriate and necessary precautions to prevent introduction of invasive species or other contaminants that would negatively impact water quality. Such measures may be best practices, recommendations, regulations etc. as developed by the Board, competent parties or public entities.