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**BY-LAWS**  
**OF**  
**THE TOWNE HARBOUR ASSOCIATION, INC.**

**NAME:** THE TOWNE HARBOUR ASSOCIATION, INC.

**DATED:** Last Amended March 16, 2021

By Laws

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BY-LAWS  
OF  
TOWNE HARBOUR ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

Section 1.01. Name and Location: The name of the corporation is the Towne Harbour Association, Inc., hereinafter referred to as the “Association”. The principal office of the corporation shall be located in the City of Canandaigua, County of Ontario and State of New York.

ARTICLE II

DEFINITIONS

As used in these By-Laws, the following terms shall be defined as:

Section 2.01. Association: The Towne Harbour Association, Inc.

Section 2.02. Declaration: The document entitled “Declaration of Protective Covenants, Conditions, Restrictions, Easements, Charges and Liens - Towne Harbour” recorded in the Canandaigua County Clerk’s Office in Liber 804 of Deed at page 12, as it may from time to time be supplemented or amended in the manner provided for in said Declaration.

Section 2.03. Lot: Any portion of the Property identified as a separate parcel on the tax records of the City of Canandaigua as shown as a separate Lot upon any recorded or filed subdivision map, with the exception of Association Property as defined in the Declaration.

Section 2.04. Member: The Owner of a Unit or Lot subject to the Declaration whether the holder of record title of the fee interest in the Unit or the record holder of any leasehold estate, whether or not such holder actually resides on the part of the property.

Section 2.05. Owner: The holder of record title, whether one or more persons or entities, of the fee interest in any Lot or Unit, whether or not such holder actually resides in such Unit or on such Lot.

Section 2.06. Property: All property subject to the Declaration.

Section 2.07. Unit: Any completed dwelling Unit (as evidenced by issuance of a Certificate of Occupancy issued by the City of Canandaigua) including garage, situated upon the Property.

## ARTICLE III

### MEMBERS

Section 3.01. Membership in the Association: The Members of the Association shall be the Owners of all Lots and Units on the Property, provided that any person or entity holding such interest merely as security for the performance of an obligation shall not be a Member.

Section 3.02. Voting Rights: Each Member shall have only one (1) vote, no matter how many Lots or Units they own.

Section 3.03. Voting Regulations: The Board of Directors of the Association may make such regulations, consistent with the terms of the Declaration, the Certificate of Incorporation, these By-Laws, and the Not-for-Profit Corporation Law of the State of New York, as it deems advisable for any meeting of the Members, in regard to proof of membership in the Association, evidence of right to vote, the appointment and duties of inspectors of votes, registration of Members for voting purposes, the establishment of representative voting procedures and such other matters concerning the conduct of meetings and voting as it shall deem appropriate.

Section 3.04. Corporate Members: Any votes of a corporate member may be cast by an appropriate officer of such corporation.

Section 3.05. Joint or Common Ownership: Any one joint or common Owner of a Lot or Unit shall be entitled to cast the vote with respect to the Unit so owned.

Section 3.06. Absentee Ballots: On any matter submitted to the Members for vote, other than the election of Directors of the Association, any Member entitled to vote may cast a vote without attending the meeting in question by filing a written statement with the Board of Directors prior to the meeting in question, specifying the issue on which the Member intends to vote and that the Member votes for or against the same. Members unable to attend a meeting at which Directors of the Association are to be elected shall be entitled to file an absentee ballot if so provided by the Board of Directors or may vote by a proxy which shall be in writing and shall be filed with the secretary of the Association.

## ARTICLE IV

### MEETINGS OF MEMBERS

Section 4.01. Annual Meeting: There shall be an Annual Meeting of the Members on the first Tuesday in June at 8:00 p.m. or at such other date and time and at such place convenient to the Members as shall be designated by the Board of Directors, which meeting shall be for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the date fixed for the Annual Meeting shall be a legal holiday, the meeting shall be held on the first day following, which is not a legal holiday. Failure to hold an Annual Meeting at the designated time shall not, however, invalidate the corporate existence or affect otherwise valid corporate acts.

Section 4.02. Special Meetings: Special Meetings of the Members may be called at any time by the President or the Board of Directors, or at the request in writing of Members of the Association holding sixteen (16) of the votes entitled to be cast at the meeting.

Section 4.03. Notice of Meetings: Not less than ten (10) days or more than thirty (30) days before the date of any Annual or Special Meeting of Members, the Association shall give to each Member entitled to vote at such meeting, written or printed notice stating the time and place of the meeting, and, in the case of Special Meeting, indicating that it is being issued by or at the direction of the person or persons calling the meeting and the purpose or purposes for which the meeting is called. Such notice shall be delivered either by mail or by presenting it to the Member personally, or by leaving it at such Member's residence as shown on the records of the Association. If mailed, such notice shall be deemed to be given then deposited in the United States mail, postage prepaid, addressed to the Member at his or her post office address as it appears on the records of the Association. Notwithstanding the foregoing provision, a waiver of notice in writing, signed by the person or persons entitled to such notice, whether before or after such meeting is held, or actual attendance at the meeting in person, shall be deemed equivalent to the giving of such notice to such persons. Any meeting of Members, Annual or Special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement at the meeting at which the adjournment is taken.

Section 4.04. Quorum: Members: Members holding twelve (12) of the total votes of the membership shall constitute a quorum at any meeting. If a quorum is not present at any meeting of Members, a majority of the Members present at the meeting, either in person or by proxy, may adjourn the meeting to a time not less than 48 hours later, without notice other than announcement at the meeting, and may adjourn the meeting from time to time thereafter, until a quorum shall be present in person or by proxy, with the quorum required in each reconvened meeting being one-half of the quorum required for the previous meeting. The act of two-thirds of the Members present at a meeting at which a quorum shall be present shall be the act of the Members unless the act of a greater or lesser number is required by law, or by the Certificate of Incorporation of the Association, the Declaration, or these By-Laws.

Section 4.05. Waiver and Consent: Wherever the vote of the membership is required by law, or by the Certificate of Incorporation of the Association, the Declaration or these By-Laws, to be taken in connection with any action of the Association, the meeting and vote of the membership may be dispensed with if all Members who would have been entitled to vote upon the action if such meeting were held, shall consent in writing to such action being taken.

## ARTICLE V

### BOARD OF DIRECTORS

Section 5.01. Number of Directors: The business and affairs of the Association shall be managed by the Board of Directors. The number of Directors of the Association shall be seven (7).

Section 5.02. Nominations: Nominations for election to the Board of Directors shall be made by a Nominating Committee which shall consist of a chairman, who shall be a member of

the Board of Directors, and two (2) or more Members of the Association. Nominations may also be made from the floor at the annual meeting of the Association. The members of the Nominating Committee shall be appointed by the Board of Directors at least thirty (30) days prior to each Annual Meeting of the Members and shall serve only to make the nominations for Directors to be elected at that meeting.

The Nominating Committee shall make as many nominations for election of the Board of Directors as it shall in its sole discretion, determine, but not less than the number of vacancies that are to be filled and such nomination may be made from Members and non-members of the Association.

Section 5.03. Election and Term: At the Annual Meeting, the members shall replace those Directors whose terms have expired and elect such successor Directors for a term of two (2) years. No Director shall be elected to serve more than three (3) consecutive two (2) year terms (six (6) years total service) at any one time without first serving a one (1) year absence from the Board of Directors; after which time he or she may be nominated by the committee to serve on the Board again. Voting shall be by secret written ballot which shall:

- (a) Set forth the number of vacancies to be filled;
- (b) Set forth the names of those nominated by the Nominating Committee to fill such vacancies;
- (c) Contain space for a write-in for each vacancy. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 5.04. Vacancies: Any vacancy occurring in the Board of Directors may be filled at any meeting of the Board of Directors by the affirmative vote of a majority of the remaining Directors or by a sole remaining Director and, if not previously filled, shall be filled at the next succeeding meeting of the Members of the Association. Any Director elected to fill a vacancy shall serve as such until the expiration of the term of the Director whose vacancy such person was elected to fill. Any vacancy occurring by reason of an increase in the number of Directors may be filled by action of a majority of the entire Board of Directors and any Director so elected shall hold office until the next meeting of Members or until a successor is elected and qualifies.

Section 5.05. Removal: At any meeting of Members, duly called at which a quorum is present, may, by the affirmative vote of not less than two-thirds (2/3) of the Members, remove any Director or Directors from office with or without cause and may elect the successor or successors to fill any resulting vacancies for the unexpired term or terms of the removed Director or Directors. In addition the other Directors may, by the affirmative vote of not less than two-thirds of the other Directors, declare the position of the Director vacant in the event the person filling such position shall be absent from three (3) consecutive meetings.

Section 5.06. Compensation: Directors shall not receive any compensation or salary for their services. Any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5.07. Regular Meetings: Regular meetings of the Board of Directors shall be held monthly without notice at such places and at such times convenient to the Directors as may be designated from time to time by resolution of the Board of Directors. Should such meeting date fall on a legal holiday, that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 5.08. Special Meetings: Special Meetings of the Board of Directors may be called at any time at the request of the President or any two (2) Directors after not less than two (2) days' notice to each Director. The person or persons authorized to call such Special Meeting of the Board may fix any place convenient to the Directors as a place for holding such Special Meeting. Any Director may, in writing, signed by such Director, before or after the time of the Special Meeting stated therein, waive notice of any Special Meeting. The attendance of a Director at any Special Meeting shall constitute a waiver or notice of such Special Meeting. Neither the business to be transacted at, nor the purpose of, any Special Meeting, need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, by the Certificate of Incorporation of the Association or by these By-Laws.

Section 5.09. Quorum and Voting: At all meetings of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business. Except in cases in which it is provided otherwise by statute, by the Certificate of Incorporation, or by the By-Laws, a vote of a majority of such quorum at a duly constituted meeting shall be sufficient to elect and pass any measure. In the absence of a quorum, the Directors present may adjourn the meeting from time to time by majority vote and without further notice, until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted as originally called.

Section 5.10. Informal Action by Directors: Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee thereof may be taken without a meeting, provided a written consent to such action is signed by all members of the Board of Directors or of such Committee, as the case may be, and provided further such written consent is filed with the minutes of proceedings of the Board or Committee.

Section 5.11. Powers and Duties: The Board of Directors may exercise all the powers of the Association, except such as are conferred upon or reserved to the Members by statute or by the Certificate of Incorporation or the By-Laws. The powers, duties and authority of the board of directors shall specifically include, but not be limited to the following:

- (a) To determine, levy and collect the assessments and common charges as provided for in the Declaration.
- (b) To collect, use and expend the assessments and charges collected for the maintenance, care and preservation and operation of the property of the Association and exterior of the Units as permitted by the Declaration.
- (c) To procure and maintain adequate liability insurance covering the Association, its Directors, Officers, agents and employees and to procure



and maintain adequate hazard insurance on such of the Association's real and personal properties and the Units as it deems appropriate.

- (d) To repair, restore or alter the properties of the Association and the exteriors of the Units after damage or destruction by fire or other casualty or as a result of condemnation or eminent domain proceedings.
- (e) To adopt and publish rules and regulations governing the use of Property and facilities, and the personal conduct of the Members and other guests thereon, and establish penalties for infractions thereof.
- (f) To collect delinquent assessments by suit or otherwise, to abate nuisances and to enjoin or seek damages from Members for violations of the provisions of the Declaration or of any rules or regulations of the Association.
- (g) To pay all taxes owing by the Association.
- (h) To suspend the voting rights of a Member during any period in which such Member shall be in default for the payment of any assessment levied by the Association. Such voting rights may also be suspended, after notice and hearing, for a period not to exceed thirty (30) days for infraction of published rules or regulations.
- (i) To declare the office of a member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive meetings of the Board of Directors.
- (j) To keep a complete record of the actions of the Board of Directors and the corporate affairs of the Association and to present a statement thereof to the Members at the annual meeting of Members, or at any special meeting of Members when such a statement is requested in writing by not less than one-fourth (1/4) of the Members entitled to vote.
- (k) To issue, or cause to be issued, upon demand by any person an "Assessment Certificate" as provided in the Declaration, setting forth the status of payment of assessment for any Unit.
- (l) To exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the Members by other provisions of these By-Laws, the Certificate of Incorporation or the Declaration.

## ARTICLE VI

### OFFICERS

Section 6.01. Officers: The officers of the Association shall be the President (who shall be a Member of the Board of Directors), one or more Vice Presidents, (the number thereof to be determined by the Board of Directors), the Secretary and the Treasurer. The Board of Directors may elect such other officers as it shall deem desirable, such officers to have the authority and to perform the duties prescribed from time to time by the Board of Directors. Two or more offices may not be held by the same person.

Section 6.02. Election: The election of officers shall take place at the first meeting of the Board of Directors following each Annual Meeting of the Members.

Section 6.03. Term and Vacancies: The officers of the Association shall be elected annually by the Board of Directors and each shall hold office until his or her successor shall have been duly elected, unless he or she shall sooner resign, or shall be removed or otherwise be disqualified to serve. The vacancy in any office arising because of death, resignation, and removal or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 6.04. Resignation and Removal: Any officer may be removed by the Board of Directors, with or without cause, whenever, in the judgment of the Board, the best interests of the Association will be served thereby. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date or receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.05. President: The president shall be the chief executive officer, shall supervise the work of the other officers, shall preside at all meetings of Members, and if there is no Chairman of the Board, shall preside at all meetings of Directors, and shall perform such other duties and functions as may be assigned him or her. He or she may sign, in the name of the Association, any and all contracts or other instruments authorized by the Board of these By-Laws.

Section 6.06. Vice President: Any Vice President shall be capable of performing all of the duties of the President. He or she may sign, in the name of the Association, any and all contracts or other instruments authorized by the Board, and shall perform such other duties and functions as may be assigned to him or her by the President or the Board.

Section 6.07. Secretary: The Secretary shall cause notices of all meetings to be served as prescribed in these By-Laws, shall record the votes and keep the minutes of all meetings, shall have charge of the seal and corporate records of the Association, shall keep records of the members of the Association and the mortgagees of dwelling Units on the Property, and shall perform such other duties as are assigned to him or her by the President or the Board. Any Assistant Secretary shall be capable of performing all of the duties of the Secretary.

Section 6.08. Treasurer: The Treasurer shall have the custody of all moneys and securities of the Association and shall keep or cause to be kept regular books and records. He or she shall account to the President and the Board, whenever they may require it, with respect to all of his or

her transactions as Treasurer and of the financial condition of the Association, and shall perform all other duties that are assigned to him or her by the President, the Board or these By-Laws.

Section 6.09. Other Officers: Such other officers as the Board may appoint shall perform such duties and have such authority as the Board may determine.

## ARTICLE VII

### COMMITTEES

Section 7.01. Committees of Directors: The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two (2) or more Directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the affairs of the Association provided, however, that no such committee shall have the authority of the Board of Directors to approve an amendment to the Certificate of Incorporation of the Association or to the By-Laws or a plan of merger or consolidation.

Section 7.02. Committees of Members: The committees of the Association shall be the Architectural Standards Committee, the Building Oversight Committee, Landscaping Committee, and such other committees as the Board of Directors shall deem desirable. Each committee shall consist of a chairman and two (2) or more members and shall include a member of the Board of Directors. The Architectural Standards Committee shall have the duties and functions described for such committee in the Declaration. There shall also be a Nominating Committee as provided in these By-Laws. The Nominating Committee need not include a member of the Board of Directors.

Section 7.03. Building Oversight Committee: The Building Oversight Committee will be composed of Towne Harbour residents and will be appointed annually by the Board of Directors. They shall be responsible for the following:

1. The Committee will hold an annual inspection of all exterior components of buildings and roadways of Towne Harbour. This walk-around inspection will be held no later than October 1 of each year.
2. Based on the inspection, the Committee will make recommendations to the Board of Directors to maintain those components in satisfactory condition. The recommendations will consist of specific needs and estimated costs associated with said needs.
3. When necessary, the Building Oversight Committee will develop and supply the specifications for competitive bidding for repair and maintenance of the components when needed.
4. The Committee will assist the Board of Directors in developing annual and long range goals and associated "annual and reserve" on budgeting to meet those goals.
5. In the event that a clerk of the works supervisor is not hired for a works project, the Committee will assist in that manner.

6. The Committee will act as a central clearing agency for all building project requests, recommending action and prioritizing requests for Board of Directors action.

Section 7.04. Landscaping Committee. The Association provides basic landscaping services to create a positive visual appearance of the neighborhood and to maintain physical and natural landscaping assets. The Board of Directors approves budgets annually with input from the Landscaping Committee. The Landscaping Committee is made up of a Chairperson and 5-6 Committee Members approved by the Board. There are no term limits for these positions.

## ARTICLE VIII

### FINANCE

Section 8.01. Checks: All checks, drafts and orders for the payment of money, notes and other evidences of indebtedness, issued in the name of the Association shall, unless otherwise provided by resolution of the Board of Directors, be signed by the President or Treasurer and countersigned by one Director of the Association, provided that the President or Treasurer and Director so signing are not the same person.

Section 8.02. Fiscal Year: The fiscal year of the Association shall be the twelve (12) calendar months, ending January 31st of each year, unless otherwise provided by the Board of Directors.

Section 8.03. Annual Reports: There shall be a full and correct statement of the financial affairs of the Association including a balance sheet and a 'financial' statement of operation for the preceding fiscal year. Such report shall be submitted at the Annual Meeting of the Members and filed within twenty (20) days thereafter at the principal office of the Association.

Section 8.04. Reserve Account.

1) Funding: The Towne Harbour Association, Inc., maintains a reserve fund for the sole purpose of repairing or replacing major capital assets at the end of their useful lives. The funding objective is to maintain the reserve fund at a dollar level sufficient to address the repair and replacement of the major capital assets over a 20-year anticipated life cycle. Major capital assets include roofs, asphalt roads, street lights, docks and major landscaping projects. The Towne Harbour Treasurer shall maintain a spreadsheet documenting the remaining useful lives of these items with estimated replacement costs.

2) Allocation of Funds: The Board of Directors must vote to authorize the use of reserve funds to fund major projects.

a) Capital Repairs: Capital repairs may be undertaken to extend or preserve the projected useful life of a major capital assets. The Board may authorize reserve funding for such repairs in excess of \$20,000.

b) Capital Replacements: Funds can be authorized by the Board to replace capital assets listed above (see Funding above). Replacements can be funded when the asset is no longer

serviceable and/or is not economically repairable. Replacement of assets must be requested by the responsible committee and will be listed in the Capital Budget for the year in which it is replaced.

## ARTICLE IX

### BOOKS AND RECORDS

Section 9.01. Books and Records: The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, Certificate of Incorporation and the By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association.

## ARTICLE X

### CORPORATE SEAL

Section 10.01. Corporate Seal: The Association may have a seal in circular form having within the circumference thereof the full name of the Association.

## ARTICLE XI

### AMENDMENTS

Section 11.01. Alteration, Repeal or Amendment: These By-Laws may be altered, repealed or amended and new By-Laws may be adopted at any regular or special meeting of the Owners, by vote of a majority of a quorum of Owners present in person or by proxy.