

CRANERIDGE ASSOCIATION, INC.

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BYLAWS OF CRANERIDGE ASSOCIATION INC.

ARTICLE I DEFINITIONS

Section 1.01. "Association" shall mean and refer to Craneridge Association Inc., a nonprofit corporation organized and existing under the laws of the State of New York.

"Common Properties" shall mean and refer to parks, playgrounds, swimming pools, commons, streets, footways, including buildings, structures, personal properties incident thereto, and any other properties owned and maintained by the Association for the common benefit and enjoyment of the residents within the properties.

"The Properties" shall mean and refer to premises heretofore described in a Declaration of Covenants and Restrictions dated the 1st day of June 1967 and recorded in the Erie County Clerk's Office on the 28th day of June 1967, in Liber 7365 of Deeds at Page 345, and such additions thereto as may hereafter be brought within the jurisdiction of the Association by annexation as provided in Article II, Section 2 of the "Declaration."

"Directors" or "Board of Directors" shall mean and refer to the elected members of the Board of Directors of the Association.

"Declaration" shall mean those covenants and restrictions dated the 1st day of June 1967 and recorded in the Erie County Clerk's Office in Liber 7365 of Deeds at Page 345 and amendments thereto duly recorded.

"Lot" shall mean and refer to any portion of The Properties under the scope of the Declaration (except for the Common Properties as defined in the Declaration) and (a) identified as a separate parcel of the tax records of the Town of Concord or (b) shown as a separate Lot on any recorded or filed subdivision map.

"Lot Owner" shall mean and refer to the holder of record title, whether one or more persons or entities, of the fee interest in any Lot, whether or not such holder actually resides on the Lot.

"Member" shall mean and refer to the Owner of a Lot subject to the Declaration whether the holder of record title of the fee interest in the Lot or the record holder of any leasehold estate, whether or not such holder actually resides on the Lot.

ARTICLE II LOCATION

Section 2.01. "Location". The principal office of the Association shall be at 69 Hardwood, Glenwood, (Town of Concord), New York, 14069.

ARTICLE III MEMBERSHIP

Section 3.01. Membership. Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot which is subject to the Declaration shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

Section 3.02. Joint or Common Ownership. If a Lot is owned by more than one person, as joint tenants, tenants by the entirety or as tenants in common, the persons owning such Lot shall reach agreement as to the matter voted upon and cast their vote for their Lot.

Section 3.03. Suspension of Membership Rights. The membership right of any Lot Owner whose interest in the properties is subject to assessments under the Declaration, whether or not such Lot Owner is personally obligated to pay such assessments, may be suspended, e.g. precluded from using the facilities of the Association or from voting for Association Directors, by action of the Directors during the period that when the assessments remain unpaid; but, upon payment of such assessments, such Lot Owner's rights and privileges shall be automatically restored. If the Directors have adopted and published rules and regulations governing the use of common properties and facilities, and the personal conduct of any person thereon, as provided in

Article IX, Section 1, they may, in their discretion, suspend the rights of any such person for violation of such rules and regulations for a period not to exceed thirty (30) days.

ARTICLE IV VOTING

Section 4.01. Voting Rights. Each Lot Owner shall have one (1) vote. Any Lot Owner who is in violation of the Declaration, as determined by the Directors, shall not be entitled to vote during any period in which such violation continues.

Section 4.02. Voting Regulations. The Directors may make such regulations, consistent with the terms of the Declaration, the Articles of Incorporation, these Bylaws, and the Not-for-Profit Corporation Law of the State of New York, as they deem advisable for any meeting of the Lot Owners, in regard to proof of

membership in the Association, evidence of right to vote, the appointment and duties of inspectors of votes, registration of Lot Owners 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 4.03. Absentee Ballots and Proxy Voting. On any matter submitted to the Lot Owners for vote, other than the election of Directors, any Lot Owner entitled to vote may cast a vote without attending the meeting in question by filing a written statement with the Directors prior to the meeting in question, which statement may or may not (a) specify a particular issue on which the Lot Owner intends to vote, and (b) direct that the vote be made for or against the issue. Lot Owners unable to attend a meeting at which Directors are to be elected shall be entitled to file an absentee ballot if so provided by the Directors or may vote by a proxy authorizing some other person to vote on behalf of such Lot Owner which proxy shall be in writing and shall be filed with the Directors.

ARTICLE V PROPERTY RIGHTS AND RIGHTS OF ENJOYMENT OF COMMON PROPERTIES

Section 5.01. Use and Enjoyment of the Common Properties. Each Member shall be entitled to the use and enjoyment of the Common Properties and facilities as provided by the deed transferring the Common Properties to the Association and the Declaration.

Section 5.02. Delegation of Rights. Any Member may delegate such Member's rights of enjoyment in the Common Properties and Facilities to the members of such Member's family who reside upon The Properties or to any of the tenants or guests who reside thereon. Such Member shall notify the Secretary in writing of the name of any such person and of the relationship of the Member to such person. Until such notification is given the Association may preclude any person who is not a member from using Association facilities. The rights and privileges of such a person are subject to suspension under Section 3.03 to the same extent as those of the Member.

ARTICLE VI ASSOCIATION PURPOSES AND POWERS

Section 6.01. Association Purposes and Powers. The Association shall have those powers and purposes as set forth in the Articles of Incorporation as well or as any lawful power as may be incidental to the carrying out of the purposes set forth in said Articles of Incorporation.

ARTICLE VII BOARD OF DIRECTORS

Section 7.01. Board 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 not less than five (5) nor more

than fifteen (15). Elected Directors shall serve for a term of three (3) years. All Directors shall be (a) Lot Owners, (b) spouses of Lot Owners, (c) members or employees of a partnership Lot Owner, or (d) officers, directors, shareholders, employees, or agents of a corporate Lot Owner.

Section 7.02. Vacancies. Vacancies in the Board of Directors shall be filled by the majority of remaining Directors (or by a sole remaining Director). Any such appointed Director shall hold office until a successor to such Director is elected by the Members to fill the unexpired portion of the term of the Director whose vacancy such person was elected to fill. Such election shall be at the next annual meeting of the Members, or any special meeting called for that purpose. 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 Lot Owners or until a successor is elected and qualifies.

ARTICLE VIII

ELECTION AND REMOVAL OF DIRECTORS

Section 8.01. Nominations and Nominating Committee. Nominations for election to the Board of Directors shall be made by a Nominating Committee, which shall consist of a Chair, who shall be a member of the Board of Directors, and two (2) or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors at least thirty (30) days prior to each annual meeting of Members and shall serve only with respect to that annual meeting. The Nominating Committee shall make as many nominations for election to 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 plus one (1).

Section 8.02. Election and Election Committee. All elections to the Board of Directors shall be made on secret written ballot, which shall (a) set forth the number and term of vacancies to be filled; (b) set forth in order determined by drawing the names of those candidates nominated by the Nominating Committee to fill such vacancies; (c) contain space for a write-in for each vacancy (in the event there are additional nominations from the floor). The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

On the day of the election the Directors shall appoint an Election Committee consisting of not less than three (3) Members. The Election Committee shall adopt a procedure to:

- a. Establish that the number of ballots corresponds to the number of votes
- b. Distribute and collect the ballots
- c. If the vote is by proxy assure that the proxy has been filed with the Directors and that such proxy is valid. Count the ballots and proxies and advise the Board of the results

Immediately after the announcement of the results, unless a review of the procedure is demanded by the Members present, the ballots shall be destroyed.

ARTICLE IX

POWERS AND DUTIES OF BOARD OF DIRECTORS

Section 9.01. Powers of Board of Directors. The Board of Directors shall have the following powers and responsibilities:

- a. To call special meetings of the Members whenever it deems necessary, and it shall call a meeting at any time upon written request of one fourth (1/4) of the Members
- b. To appoint and remove at pleasure all officers, agents, and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any Member, Officer or Director of the Association in any capacity whatsoever
- c. To establish, levy and assess, and collect the dues, charges and assessments permitted by the Declaration
- d. To collect, use and expend the assessments and charges collected for the maintenance, care and preservation and operation of the property of the Association
- e. To the extent it deems the same necessary and reasonable, procure and maintain adequate liability insurance covering the Association, the Directors, Officers, agents and employees and procure and maintain adequate hazard insurance on such of the Association's real and personal properties as it deems appropriate
- f. To adopt and publish rules and regulations governing the use of the Common Properties and facilities and the personal conduct of the Members and their guests thereon, and establish penalties for infractions thereof
- g. In the event that any Member of the Board of Directors of this Association shall be absent from three (3) consecutive regular meetings of the Board of Directors, the Board may by action taken at the meeting during which said third absence occurs, or at any time prior thereto, declare the office of said absent Director to be vacant
- h. To collect delinquent assessments by suit or otherwise, to abate nuisances and to enjoin, or seek damages from or impose penalties on Lot Owners for violations of the provisions of the Declaration or of any rules or regulations of the Association
- i. To pay all taxes owing by the Association, and file all tax returns
- j. 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 assessments for any Lot
- k. To enter into contracts; and to exercise for the Association all other powers, duties and authority vested in or delegated to this Association, except those reserved to the meeting or to Members by other provisions of these Bylaws, the Articles of Incorporation or the Declaration is provided

otherwise by statute, by the Articles of Incorporation, or by the Bylaws, 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 of those Directors present, 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 at the meeting which might have been transacted as originally called.

Section 9.02. Duties of Board of Directors. It shall be the duty of the Board of Directors:

- a. To 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 is requested in writing by one-fourth (1/4) or more of the voting Members
- b. To supervise all officers, agents and employees of the Association and to see that their duties are properly performed
- c. As more fully provided in Article V of the "Declaration:"
 1. To fix the amount of the assessment against each Lot for each assessment period and, at the same time
 2. To prepare a roster of the Lots and the assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any Member, and, at the same time
 3. To send written notice of assessments to every Lot Owner subject thereto and
- d. To issue, or to cause an appropriate officer to issue upon demand by any person a certificate setting forth the status of payment of assessments for a Lot. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid

ARTICLE X

DIRECTORS' MEETINGS

Section 10.01. Organizational and Regular Meetings. An organizational meeting of the Board of Directors shall be held to elect officers immediately or within a short time after the annual meeting of Members and at such other times as the Board of Directors may determine.

Section 10.02. Special Meetings. Special meetings of the Board of Directors shall be held when called by any Officer of the Association or by any two Directors after not less than three (3) 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 a 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 of 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 of waiver of notice of such meeting, unless specifically required by law, by the Articles of Incorporation of the Association or by these By-Laws.

Section 10.03. Action Not Taken at Duly Held Meeting. The transaction of any business, at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present and, if either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made part of the minutes of the meeting.

Section 10.04. Quorum and Voting. Unless otherwise provided in the Declaration, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. Except in cases in which it is provided otherwise by statute, by the Articles 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 of those Directors present, 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 at the meeting which might have been transacted as originally called.

ARTICLE XI OFFICERS

Section 11.01. Officers. The Officers of the Association shall be a president, a vice-president, a secretary, and a treasurer. The president and the vice-president shall be members of the Board of Directors. The Officers shall be chosen by majority vote of the Directors. All Officers shall hold office during the pleasure of the Board of Directors.

Section 11.02. President. The president shall supervise the work of the other officers, shall preside at all meetings of the Board of Directors and Members, shall see that orders and resolutions of the Board of Directors are carried out and may, in the name of the Association, sign all notes, checks, leases, mortgages, deeds, and all other written instruments.

Section 11.03. Vice-President. The vice-president shall perform all the duties of the president in his absence and all other duties and functions assigned to him or her by the president or the Directors.

Section 11.04. Secretary. The secretary shall be ex officio the secretary of the Board of Directors, shall record the votes and keep the minutes of all proceedings in a book to be kept for the purpose. The secretary shall have charge of the seal, if any, of the Association and shall sign all certificates of membership. The secretary shall keep the records of the Association. The secretary shall record in a book kept for that purpose the names of all Members of the Association together with their addresses and the names and addresses of their mortgagees, all as registered by such members.

Section 11.05. Treasurer. 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, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The treasurer shall sign all checks and notes of the Association, provided that such checks and notes also be signed by the president or the vice-president.

The treasurer shall keep proper books of account and as directed by the Board, cause an annual audit, review, or provide a compilation of the Association books to be made by a certified public accountant at the completion of each fiscal year. At the direction of the Board, the treasurer shall prepare an annual budget and an annual balance sheet statement, and the budget and balance sheet statement shall be presented to the membership at its regular annual meeting.

ARTICLE XII COMMITTEES

Section 12.01. Standing Committees. The Standing Committees of the Association shall be the Nominations Committee, the Architectural Control Committee, and the Maintenance Committee.

Unless otherwise specifically provided in these Bylaws, each committee shall consist of Chair and two (2) or more other members and shall include a Member of the Board of Directors for board contact. The committees shall be appointed by the Board of Directors. The Board of Directors may appoint such other committees as it deems desirable.

Section 12.02. The Nominations Committee. The Nominations Committee shall have the duties and functions described in Article VIII.

Section 12.03. Architectural Control Committee. The Architectural Control Committee shall have the duties and functions described for such Committee in the Declaration.

Section 12.04. Maintenance Committee. The Maintenance Committee shall concern itself with the maintenance, repairs and replacement of The Common Properties and Facilities of the Association. Said Committee shall receive the advice of the Board of Directors and of the Members of the Association and shall investigate and determine facts relative to all the aforementioned.

Said Committee shall also investigate complaints relative to the exterior maintenance of the Lots of the individual Members, and the rights of way connecting said Lots and roadways, as well as the paint, repair and general upkeep of gutters, downspouts, exterior building surfaces, trees and walks of the subject Lots.

In the event the said Committee shall determine that certain work, labor, and services need to be performed on a specific Lot, the Committee shall notify the Lot Owner who shall be obliged to remedy the violation or to appeal the alleged violation to the Board of Directors. Upon the failure of the Lot Owner to perform such work, labor, and services or to successfully appeal the decision of the Maintenance Committee to the Board of Directors, the Board of Directors shall have the duty to enforce, provided the same is reasonable, the determination of the Maintenance Committee. If the Lot Owner fails to remedy the violation within 30 days after receiving notification to do so, the Board of Directors may take such remedial action, including the obtaining of an injunction directing compliance. The cost of bringing about compliance, including legal fees, shall be at the expense of the Lot Owner.

Thereafter, the Lot Owner who does not voluntarily perform such maintenance shall be assessed for the cost of said work, labor and services, and such assessment shall be a lien upon the Lot of such Owner pursuant to the Declaration.

The Maintenance Committee shall have power to appoint a subcommittee from among its membership and may delegate to any such subcommittee any of its powers, duties, and functions.

Section 12.05. Process Complaints. It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties, and activities within its field of responsibility. As it deems appropriate, it shall dispose of such complaints or refer them to such other committee or to the Board of Directors.

ARTICLE XIII MEETINGS

Section 13.01. Annual Meeting. The regular annual meeting of the Members shall be held on such Saturday in May or June of each year as the Director shall determine or on such other date and at such time and place convenient to the Members as shall be designated by the Directors. Such annual meeting shall be for the election of Directors and for the transaction of such other business as may come before the meeting. Failure to hold an. annual meeting at the designated time shall not, however, invalidate the corporate existence or affect otherwise valid corporate acts.

Section 13.02. Special Meetings. Special meetings of the Members for any purpose may be called at any time by the president, the vice-president, the secretary, or the treasurer, or by any two (2) or more members of Board of Directors, or upon written request of Members holding not less than one-fourth (1/4) of all the votes of the entire membership.

Section 13.03. Notice of Meetings. Notice of any meetings shall be given to the Members by the secretary. Notice may be given to the Member personally, by sending a copy of the notice through the mail with postage prepaid. Notice may also be sent through electronic mail (email). Each Member shall register their address and email address with the Association secretary. Notice of any meeting, regular or special, shall be mailed or emailed at least six (6) days in advance of the meeting and shall provide the nature of the business of any meeting which shall involve an election governed by Article VIII of these Bylaws or any action governed by the Articles of Incorporation or by the Declaration, notice of such meeting shall be given or sent as therein provided.

Section 13.04. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-fifth (1/5) of the votes of all Members shall constitute a quorum for any action governed by these Bylaws. If any meeting of Members cannot be held because a quorum is not present, a majority of the Members who are present at such meeting, either in person or by proxy, may, without notice other than announcement to those physically present, adjourn the meeting to a time not less than 48 hours from the time the original meeting was called, in order to attempt to reach a quorum present in person or by proxy. The quorum required in this reconvened meeting shall be one-half (1/2) of the quorum required for the previous meeting. If a quorum is not reached in the reconvened meeting, the process outlined in this Article and Section may be repeated but must return to the original quorum threshold starting at one-fifth (1/5) once again, followed by another reconvened meeting at one-half (1/2) of the required quorum of the first meeting. The act of two-thirds (2/3) of the Members present at a meeting at which a quorum was present shall be the act of the Members unless the act of a greater or lesser number is required by law, or by the Articles of Incorporation of the Association, the Declaration or these Bylaws.

May 11, 2019, Revision — Member-approved amendment to Article 8, Section 13.04. Incorporated into this version June 2025.

Section 13.05 Waiver and Consent. Wherever a vote of the Members is required by law, or by the Articles of Incorporation of the Association, the Declaration or these Bylaws, to be taken in connection with any action of the Association, the meeting and vote of the Members 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.

Section 13.06. Order of Business at Meetings. The order of business at all regular meetings of Members of the Association shall be as follows:

1. Calling of meeting to order
2. Proof of notice of meeting or waiver of notice
3. Reading of minutes of preceding meeting
4. Reports of officers
5. Reports of committees
6. Appointment of Election Committee
7. Election of Directors
8. Unfinished and/or old business
9. New business
10. Adjournment

ARTICLE XIV FINANCE AND RECORDS

Section 14.01. Checks. All checks, drafts, and orders for the payment of money, notes and other evidence 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 other Director of the Association.

Section 14.02. Fiscal Year. The fiscal year of the Association shall be the 12 calendar months ending December 31 of each year, unless otherwise provided by the Board of Directors.

Section 14.03. Annual Report of Directors. There shall be a full and correct report of the financial affairs of the Association including a balance sheet and a financial statement of operation for the preceding fiscal year prepared by a certified public accountant and including a certificate signed by a public or certified public accountant to the effect that the financial statement presents fairly the financial position of the

Association and the results of its operations in conformity with generally accepted accounting principles applied on a basis consistent with that of the preceding period except as specified therein. Such report shall be distributed to all Lot Owners and to all mortgagees of Lots who have requested the same, promptly after the end of each fiscal year. Taking into consideration the cost of an audit vs. a review, the complexity and volume of the Association's financial affairs and such other factors the Board of Directors deems relevant, the Board of Directors of the Association shall determine each year whether such statement shall be in the form of an audit or review, except that (i) an audit, at the expense of the Association shall be required if authorized in writing by at least two-thirds (2/3) of all Lot Owners and (ii) any Lot Owner or mortgage holder shall be entitled to obtain an audited statement at such Lot Owner's or mortgagee's own expense.

Section 14.04. Record Keeping. The Board of Directors shall keep detailed records of the actions of the Board of Directors and the managing agent, minutes of the meetings of the Board of Directors, minutes of the meetings of Lot Owners, and financial records and books of account of the Association, including chronological listing of receipts and expenditures, as well as a separate account for each Lot which, among other things, shall contain the amount of each maintenance assessment, special assessment and other charges, if any, against such Lot, the dates when installments of assessments are due, the amounts paid thereon, and the balance remaining unpaid.

Section 14.05 Separate Account for Capital Reserve Funds. Any funds of the Association collected or designated as reserves for the replacement of capital items shall be segregated from all other funds of the Association in one or more separate accounts. This shall not preclude the Association from segregating other portions of its funds in separate accounts for a specific purpose (e.g., reserves for non-capital items) or otherwise.

Section 14.06. Books, Records and Legal Documents. The Board of Directors shall make available for inspection upon reasonable notice and during normal business hours, to existing and prospective Lot Owners, tenants, title insurers, mortgagees, mortgage insurers and mortgage guarantors, current copies of the Declaration, Bylaws, Articles or Incorporation, rules and regulations, budget, schedule of assessments, balance sheet and any other books, records and financial statements of the Association. The Board of Directors may furnish copies of such documents to such parties and may charge a reasonable fee to cover the cost of furnishing such copies.

ARTICLE XV CORPORATE SEAL

Section 15.01 Corporate Seal: The Association shall have a seal in circular form, as affixed in the blank space below.

ARTICLE XVI AMENDMENTS

Section 16.01. Alteration, Repeal or Amendment: These Bylaws may be modified, altered, repealed, amended or added to at any regular or special meeting of the Lot Owners provided that:

- a. a notice of the meeting containing a full statement of the proposed modification, alteration, repeal, amendment or addition has been sent to all Lot Owners and Lot mortgagees as listed on the records of the Association, not less than 10 nor more than 40 days prior to the date or initial date set for the canvass of the vote thereon; and
- b. 67% or more of the Lot Owners present at the meeting in person or by proxy approve the change; and
- c. prior to date or initial date for the canvass of the vote thereon, the Association has not received written notification of opposition to the change from either (a) Owners of more than 33% of all Lots or (b) mortgagees of 51% or more of Lots on which there are mortgages as shown on the records of the Association.

Section 16.02. Form of Amendment Proposals. No Bylaws shall be modified, altered, amended, or added to by reference to its title or number only. Proposals to amend existing Bylaws shall contain the full text of the Bylaws to be modified, altered, amended, or added to, new words shall be inserted in the text underlined, or italicized, and words to be deleted shall be lined through. If the proposed change is so extensive that the above procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and interlining as indicators of words added or deleted, but a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of Bylaw. See Section 15.01 of Bylaws for present text."

Section 16.03. Nonmaterial Errors or Omissions. Nonmaterial errors or omissions in the Bylaw amendment process shall not invalidate an otherwise properly promulgated amendment.

Section 16.04. Effective Date of Amendment. An amendment to these Bylaws shall be effective in accordance with the terms of its adoption.

ARTICLE XVII MISCELLANEOUS

Section 17.01. Notices. All notices hereunder may be given to the Member personally, by sending a copy of the notice through the mail with postage prepaid to the Member's address. Notices may also be sent through electronic mail (email). Each Member shall register their address and email address with the Association secretary. Notices that are intended to go to:

- a. the Board of Directors, or to the Association, to any member of the Board of Directors or to the secretary of the Association (if the secretary is not a Member of the Board)
- b. a Lot Owner to such permanent address of such Lot Owner as appears in the Association records
- c. a mortgagee, to the address of such mortgagee as appears in the Association records
- d. a devisee or personal representative of a deceased Lot Owner to the address of such devisee or personal representative as appears on the records of the Court wherein the estate of such deceased Lot Owner is being administered.

All notices shall be deemed to have been given when given personally, mailed or emailed except notices of change of address which shall be deemed to have been given when received. Whenever any notice is required to be given under the provisions of the Declaration, or these Bylaws, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent thereof.

Section 17.02. Conflict with Articles of Incorporation or with Declaration. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

Section 17.03. No Waiver for Failure to Enforce. No restriction, condition, obligation or provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches thereof which may occur.

Section 17.04. Gender. The use of the masculine gender in these Bylaws shall be deemed to include the masculine, feminine or neuter and the use of the singular shall be deemed to include the plural, whenever the context so requires.

Section 17.05. Captions. The captions herein are inserted only as a matter of convenience and for reference, and in no way define, limit, or describe the scope of these Bylaws, or the intent of any provision thereof.

Section 17.06. Severability. Should any part of these Bylaws be deemed void or become unenforceable at law or in equity, the validity, enforceability, or effect of the balance of these Bylaws shall not be impaired or affected in any manner.

AMENDMENT OF THE CRANERIDGE ASSOCIATION, INC. BYLAWS

On May 22, 2004, the annual meeting of the Craneridge Association, Inc. was held and having satisfied the requirements set forth in the Bylaws, Article XVI, votes were cast separately on the five (5) proposed amendments to the Bylaws. Each amendment received the required votes to be approved.

As a result, the amendments to the Bylaws were adopted by the Craneridge Association, Inc. on May 22, 2004:

Under ARTICLE VII the following section is added:

Section 8.03 Removal of Members of Board of Directors. Subject to the limitations as provided in this Section, and the provisions for a special meeting of Lot Owners set forth in Section 13.02, any one or more of the members of the Board of Directors elected by the Lot Owners may be removed with cause by the affirmative vote of not less than a majority of the Lot Owners casting a vote at the meeting in person or by proxy, and a successor may then and there or thereafter be elected by the Lot Owners to fill the remaining term of the vacancy thus created. Any member of the Board of Directors whose removal has been proposed by the Lot Owners shall be given an opportunity to be heard at the meeting. Cause for removal shall be limited to:

1. Failure to pay Association assessments on a current basis
2. Willful and continued violation of the Association Covenants and Bylaws Failure to attend three (3) consecutive regularly scheduled meetings
3. Failure to attend 50% or more of the regularly scheduled meeting of the Board of Directors in any calendar year
4. Conviction of a felony crime while serving as a Director
5. Acting with willful malice or personal animus toward an Association member while acting on behalf of the Board of Directors

In addition, the other Directors may, by the affirmative vote of not less than 75% of the other Directors, declare the position of the Director vacant in the event the person filling such position (i) shall be absent from three (3) consecutive regularly scheduled meetings or (it) shall be absent from 50% or more of the regularly scheduled meetings of the Board of Directors in any calendar year.

Under ARTICLE XII the following section is added:

Section 12.06 The Finance Committee shall consist of the Association Treasurer and a minimum of three (3) Association members all appointed by the Board of Directors and serve at the pleasure of the Board of Directors. The Treasurer shall serve as the Committee Chair. The duties of the Finance Committee shall be:

1. Review the anticipated monetary requirements of the Association and all its committees for the upcoming year and prepare a budget to meet those needs
2. To review the long-term financial requirements of the Association and all its committees and incorporated those needs into a budget. Present the yearly budget and plan for meeting long term monetary needs to the Board of Directors.
3. Changes to the annual assessment necessitated by the proposed budget must be made by a vote of the membership in accordance with the Declaration of Covenants and Bylaws of the Association.

Under Article XII, the following section is added:

Section 12.03 Composition and Function of Architectural Committee. The Architectural Committee shall be a permanent committee of the Association. The Architectural Committee shall consist of a minimum of three (3) Association members. All members shall be appointed by the Board of Directors and serve at the pleasure of the Board of Directors. One member of the Committee shall be a member of the Board of Directors. A Director shall serve as the Committee Chair. The Committee shall:

1. Approve all proposed additions, modifications, or alterations to any improvements or any proposed change in the use of a Lot or any other portion of the Property and the
2. Architectural Committee may also assist and advise the Board of Directors in enforcing the provisions of this Declaration and in communicating and publishing rules, regulations, and guidelines.
3. Enforce those provisions of the General Covenants and Restrictions.

Submission of Plans to Architectural Committee. No exterior addition, modification, or alteration, including change of color, shall be made on or to such structure(s) except as required for normal maintenance, on the Property or to the improvements located thereon, unless and until a plan or plans therefore, in such form and detail as the Architectural Committee requires, have been submitted to, and reviewed and approved by the Architectural Committee. Plans should be supplied in triplicate to the committee Chair.

Basis for Approval of Plans by Architectural Committee. The Architectural Committee will use the following standards when considering plans for approval.

1. Compliance with any protective covenants, conditions, and restrictions, including those contained in this Declaration, and which benefit or encumber the Lot or other portion of the Property.
2. Complete submission of all required information.
3. Compatibility of the site plan, exterior design, appearance or materials of any proposed improvements, including without limitation, colors or color scheme, finish, proportion, style of architecture, proposed parking, height, bulk or appropriateness with existing architectural styles

Approval of Architectural Committee. Upon approval or qualified approval by the Architectural Committee of any plans submitted, the Architectural Committee shall notify the applicant in writing of such approval or qualified approval, which notification shall set forth any qualifications or conditions of such approval, shall file a copy of such plans as approved for permanent record (together with such qualifications or conditions, if any) and, if requested by the applicant, shall provide the applicant with a copy of such plans bearing a notation of such approval or qualified approval. Approval of any such plans relating to any Lot or portion of the Property shall be final as to such Lot or portion of the Property and such approval may not be revoked or rescinded thereafter provided:

1. The improvement or uses approved are not changed or altered; and
2. That such plans and any qualifications or conditions attached to such approval of the plans do not violate any applicable governmental law, rule or regulation, zoning, building, health or other code or ordinance. Approval of any plans for use in connection with any Lot or portion of the Property shall not be deemed a waiver of the right of the Architectural Committee to disapprove similar plans or any of the features or elements included therein if such plans, features or elements are subsequently submitted for use in connection with any other Lot or portion of the Property.

Written Notification of Disapproval. In any case where the Architectural Committee disapproves any plans submitted hereunder, the Architectural Committee shall so notify the applicant in writing, together with a statement of the grounds upon which such action was based. In any such case, the Architectural Committee shall, if requested and if possible, make reasonable efforts to assist and advise the applicant so that acceptable amendments to the plans can be prepared and resubmitted for approval. The applicant may also refer the matter to the Board of Directors as specified in Section 12.05.

Under Article IX, the following section is added:

Section 9.03 Acquisition, Lease, Sale or Exchange of Real Property. Whenever the Board of Directors determines to acquire, lease, sell or exchange real property or any interest therein, the Board shall submit such acquisition, sale, lease, exchange, or contract to the vote of the Lot Owners. Upon the affirmative vote of the Lot Owners of 67% or more of the Lots present in person or by proxy at an annual meeting or a special meeting duly held for such purpose, the Board of Directors may proceed with such acquisition, sale, lease, sale, exchange, or contract in the name of the Association and on behalf of the Lot Owners, and the costs and expenses incident thereto shall constitute part of the common expenses of the Association or may constitute a special assessment.

Under Article II, the following section is replaced:

Section 2.01. Location. The principal office of the Association shall be PO Box 77 Glenwood (Town of Concord), NY 14069.