

BY-LAWS

of

THE LINCOLNSHIRE CIVIC ASSOCIATION INCORPORATED

ARTICLE I

OFFICES

The principal office of the corporation shall be in such place in the Town of Owego, State of New York, as the Board of Directors may from time to time direct.

ARTICLE II

MEETINGS OF MEMBERS

Section 1. Annual Meeting: The annual meeting of the members for the election of Directors and for the transaction of such other business as may properly come before it, shall be held in the Town of Owego, County of Tioga, New York, on the second Monday of November in each year, at 8:00 p.m.

Section 2. Quorum: The presence, in person or by proxy, of not less than nine members entitled to vote shall constitute a quorum, but a lesser number may adjourn to some future time not less than six nor more than twenty days later and the Secretary shall thereupon give at least three days' notice to each member entitled to vote who is absent for such meeting.

Section 3. Special Meetings: Special meetings of the members shall be held at the office of the corporation or at such other place as the Board of Directors may select. Such meetings, other than those regulated by statute, may be called at any time by the Board of Directors, or a majority thereof, or by the President. It shall be the duty of the President or the Board of Directors to call such meetings whenever directed by twenty percent of the members entitled to vote at such meetings. Notice of such meetings shall specify the object or objects thereof, and no other business than that specified in such notice shall be considered at any such meeting, except upon unanimous consent of all members entitled to notice thereof.

Section 4. Notice of Meeting: A written or printed notice of each annual or special meeting of the members of the corporation, signed by the President, Vice-President or Secretary, which shall state the time, place and objects of such meeting, shall be delivered personally or by mail, not less than ten days before the annual meeting and not less than five days before a special meeting, to each member entitled to vote at such meeting. If mailed, the notice shall be directed to the member at his address as it appears on the membership records of the corporation, unless he shall have filed with the Secretary of the corporation a written request that notices intended for him be mailed to some other address, in which case, it shall be mailed to the address designated in such request. Any member may at any Time, by a duly signed statement, in writing, to that

effect, waive any statutory or other notice of any meeting, whether such statement be signed before or after such meeting.

Section 5. Voting: At all meetings of the members, *each member residence* entitled to vote according to the membership records of the corporation and represented at the meeting either in person or by proxy, shall be entitled to two votes, and the vote of a majority of the members present and entitled to vote at any such meeting of the members shall control on any question brought before such meeting.

Section 6. Proxies: Any member entitled to vote according to the records of the corporation may be represented at any regular or special meeting of the members by a duly appointed proxy. All proxies shall be written and properly signed, but shall require no other attestation, and shall be filed with the Secretary of the meeting before being voted. All proxies shall be in a form prescribed by the Board of Directors.

Section 7. Absentee Ballots: Any member entitled to vote at any regular or special meeting of the members of the corporation shall be entitled to vote by absentee ballot on a form prescribed by the Board of Directors and pursuant to procedures established by said Board of Directors. In any event, said absentee ballots shall be submitted to the Board of Directors prior to the time any vote taken at any meeting is registered.

Section 8. Officers of Meetings: The President of the corporation, if present, shall preside at all meetings of members; in his absence the Vice-President of the corporation, if present, shall preside. The Secretary of the corporation shall, if present, act as Secretary of all meetings of the members. In his absence, a temporary Secretary for that particular meeting shall be selected by the presiding officer. The Secretary of the members meetings shall keep a faithful record of the proceedings of such meetings, and, if not the Secretary of the corporation, shall immediately turn over such record to the Secretary of the corporation.

Section 9. Order of Business: The order of business at all meetings of the members, unless changed by majority vote, shall be as follows:

1. Determine if a quorum is present;
2. Proof of notice of meeting or waiver of notice;
3. Reading of minutes of preceding meeting;
4. Reports of Officers (if any);
5. Reports of Committees (if any);
6. Appointment of Inspectors of Election (if any);
7. Election of Directors;
8. Unfinished business;
9. New business

ARTICLE III

DIRECTORS

Section 1. Number, Term of Office, etc.: The directors of the corporation shall be not less than three, nor more than nine in number, and at least one of the directors shall be a citizen of the United States and a resident of the State of New York. The Directors shall be divided into classes. The number of directors shall be such that at the first annual meeting following the adoption of these By-Laws, four of them shall be elected to serve for one year and five of them shall be elected to serve for two years. Upon expiration of the term of the four directors designated to serve for one year, the four new directors elected thereafter shall serve for a term of two years.

Thereafter the terms of each director shall be for said period of two years. Each board member shall serve for no more than two consecutive two-year terms, for a total of four consecutive years. Any vacancy occurring in the Board of Directors shall be filled for the unexpired term by a majority vote of the remaining directors.

Section 2. Duties and Powers: The Board of Directors shall have the control and management of the affairs of the corporation and shall exercise all such powers of the corporation and do all such lawful acts and things necessary or expedient in the control and management thereof, as are not by statute or by these By-Laws directed or required to be exercised or done by the members. The directors may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they may deem proper not inconsistent with the law.

Section 3. Meetings: Meetings of the Board of Directors shall be held at the office of the corporation, or at any such other place which the President or a majority of the Board of Directors may from time to time designate. There shall be an annual meeting of the Board of Directors held on the day of their election, or as soon thereafter as convenient. Other regular meetings of the Board shall be held at such times and places as the Board of Directors shall from time to time, by resolution, prescribe. Meetings of the Board of Directors shall be held whenever called by the President. The Secretary shall call a meeting of the Board of Directors whenever requested in writing by any one director to do so.

Five days' notice shall be given to each director by the Secretary of each meeting of the Board of Directors. Such notice may be given in person, by mail, by telephone, or by email. The Board of Directors may meet to transact business at any time either in person, or over commonly available technology such as, email and/or video or audio conference call, provided that every member of the Board shall be present, or that any member or members not present shall waive notice of such meeting in writing. The Board Secretary, or their designee, will record minutes of all such meetings and transactions.

Questions coming before the Board for vote may be voted on via email if all board members are courtesy copied (cc'd) in the same email thread. A majority of directors shall constitute a quorum for the transaction of business, but the director or directors present, if less than a quorum, may adjourn any meeting from time to time until such quorum shall be present. All questions coming before the Board shall be determined and decided by a majority vote. Each director shall be entitled to one vote at all meetings of the directors.

ARTICLE IV.

OFFICERS

Section 1. The Board of Directors immediately after the annual meeting of the members shall meet and elect or appoint a President, Vice-President, Secretary and Treasurer, who shall hold office during the pleasure of the Board. They may elect such other officers as the needs of the corporation may from time to time require. All officers shall serve for one year, or until the election and qualification of their successors, subject to the power of the directors to remove any officer at pleasure by a majority vote of the Board. Any two offices except those of the President and Vice-President may be held by the same person.

2. President: The President shall, when present, preside at all meetings of the Board of Directors, and shall act as temporary chairman at and call to order all meetings of the members. The President shall be the chief executive officer of the corporation and shall perform all duties commonly incident to his office and shall have general supervision of the affairs of the corporation, subject to the approval of the Board of Directors. The President or the Vice-President shall sign and execute all bonds, mortgages, and other contracts, and other evidence of indebtedness for and on behalf of the corporation. The President or Vice-President shall co-sign all checks and drafts with the Treasurer. At the first regular meeting of the Board of Directors of the corporation, the President shall submit a complete report of the operations and business of the corporation for the previous fiscal year, together with a statement of the corporation's affairs at the close of such year and shall submit a similar report at each annual meeting of the members. The President shall also report to the Board from time to time all matters coming to his notice, relating to the interests of the corporation, that should be brought to the attention of the Board.

Section 3. Vice-President: The Vice-President shall have and exercise all the powers and duties of the President in case of his absence or inability to act and shall perform such other duties as may be prescribed by the Board of Directors.

Section 4. Secretary: The Secretary shall attend all meetings of the Board of Directors and of the members and shall record all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the members and the Board of Directors and shall have charge of the corporation books and such papers as the Board of Directors may prescribe. The Secretary shall also make such reports to the Board of Directors as they may request and shall prepare and cause to be filed such reports and statements as may be required by the laws of the State of New York and by the laws of any other state in which the corporation shall do business. The Secretary shall preserve the records of the association.

Section 5. Treasurer: The Treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit the same in the name of the corporation in such bank or banks as the Board of Directors may designate, and shall disburse the same under such rules and regulations as may be made by the Board of Directors, and shall perform such other duties as the Board of Directors may from time to

time prescribe. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall see all expenditures are duly authorized and are evidenced by proper receipts and vouchers. The Treasurer shall render to the President and the Directors at the regular meetings of the Board of Directors, or whenever they may require it, an account of all transactions as Treasurer, and of the financial condition of the corporation, and shall also make a full report of the financial condition of the corporation at each annual meeting of the members. The Treasurer, at the direction of each outgoing Board of Directors, shall provide the new Board of Directors with a detailed budget report showing income and expenditures for the two years prior to the report.

Section 6. Every officer shall perform such duties as the Board of Directors may from time to time require, and the Board of Directors may likewise appoint such other officers as may in its discretion be necessary for the transaction of the business of the corporation, with such powers and duties as it may confer and impose. Should any vacancy occur among the officers by death, resignation, or otherwise, the same shall be filled by the Board of Directors by a majority vote, at any regular or special meeting called for the purpose.

ARTICLE V.

FISCAL YEAR

The fiscal year of the corporation shall commence on the 1st day of January and shall end on the 31st day of December in the same year.

ARTICLE VI.

AUDITS

At the end of each fiscal year, the account books of the corporation shall be professionally audited.

ARTICLE VII BUDGET

A budget each fiscal year shall be prepared by the President and submitted to the membership of the corporation for review and discussion at a special meeting to be held no later than the first Sunday of March of each year and shall be called specifically for that purpose. Two weeks thereafter a vote upon said budget shall be taken of the membership in a form prescribed by the Board of Directors.

The Board of Directors will determine equal dues owed by each member family to support the approved budget.

All annual dues become due and payable upon adoption of the budget.

After May 15th, interest upon unpaid dues shall be charged at the maximum lawful rate and any required collection fees shall be added to said unpaid dues. Any members

who have delinquent dues or assessments shall be ineligible to use the recreational facilities of the association.

Upon the sale by any member of his residence located in the subdivision, the member seller and purchaser shall be equally responsible for any unpaid dues or assessments.

ARTICLE VIII

VOTING ELIGIBILITY

The records of the corporation shall show those members whose dues are paid up to date at the time of any meeting of the members as eligible to vote at that meeting. For the period from the adoption of the budget to May 15th as set forth in Article VII hereof, the record of payment of the prior year's dues shall be used to determine such eligibility. At any such meeting, a majority vote of those eligible to cast a ballot shall be sufficient to carry any proposition lawfully submitted at said meeting.

ARTICLE IX

Reserve Fund: There shall be a reserve fund established for the purpose of paying unbudgeted, emergency, or other expenses not covered by the annual budget. The reserve fund is defined as the total of all balances in Association accounts at the end of the fiscal year.

A total sum not to exceed \$2,000 may be expended by the Board from the reserve fund in any fiscal year. All expenditures in excess of the sum of \$2,000 must be voted upon by the membership.

In the event that the reserve fund is depleted below \$10,000 in any fiscal year, the Board of Directors shall be authorized to include a budget line item not to exceed \$1500 for the purpose of building up the reserve fund to \$10,000.

ARTICLE X

SPECIAL ASSESSMENTS

Any expenditure over and above the Annual Operating Budget and the Reserve Fund shall be financed by a Special Assessment, and such assessment shall be submitted by ballot to the General Membership of the Association for approval at a regular or special meeting.

After 60 days, an interest charged at the maximum legal rate shall be added to the unpaid special assessment.

ARTICLE XI AMENDMENTS

These By-Laws may be amended, altered, repealed or added to in any manner not inconsistent with the statutes of the State of New York or the provisions of the Certificate

of Incorporation, by the affirmative vote of a majority of the members of the corporation entitled to vote thereon at any regular or special meeting.

Revision History:

- Article IX was modified and approved by vote of the general membership in November 2012.
- Article III, Section 1 was modified and approved by vote of the general membership in November 2023.
- Article III, Section 3 was modified and approved by vote of the general membership in November 2023.