

BY-LAWS
OF
HUNTINGTON HILLS, INC.

Adopted
Adopted January 10, 1949
Revised February 19, 1953
Revised October 29, 1970
Revised November 9, 2002
Revised January 11, 2010

**BY-LAWS
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HUNTINGTON HILLS, Inc.**

ARTICLE I

MEMBERS

Section 1. Membership: Membership is restricted to owners or co-owners of a lot or lots in the Huntington Hills Subdivision. Membership shall be of two types; Resident Membership and Non-Resident Membership. A Resident Member shall be one on whose lot a completed dwelling exists. A Non-Resident Member is the owner of a building lot. Should a member cease to be such an owner or co-owner, his or her membership shall automatically terminate.

Section 2. Rights of Members:

- (a) Property Rights: No member shall have any control, ownership or title in or to the property or assets of the Corporation. All property (Commons) and assets of the Corporation shall be subject to the direction, control of, and expenditure for by the Board of Directors of the Corporation.
- (b) Use of Property: A member, his family and their guests may use the Commons subject to such regulations as the Board of Directors may adopt, with the approval of the membership.
- (c) Dissolution: Should the Corporation be dissolved or cease actively to carry on its business, its property and assets shall be distributed as a majority of the then qualified and acting Directors determine in their sole discretion, subject only to the approval of the State Supreme Court.
- (d) Voting: Members, who have paid their dues, shall be entitled to one vote at any annual or special meeting of the members of the Corporation, except that co-owners of one or more lots shall together be entitled to only one vote at such meetings.

ARTICLE II

MEETINGS OF MEMBERS

Section 1. Annual and Special Meetings: Annual meetings of the members shall be held in the fall, but not later than Thanksgiving. Special meeting of the members may be called by direction of the President or Vice-President, and the President shall call a special meeting if so requested, in writing, by not less than the (10) members of the Corporation. Notice of any meeting shall be mailed not less than ten (10) days nor more than forty (40)

prior to such meeting, addressed to the members at their respective last known address.

Section 2. Quorum: At any annual or special meeting of the members, one-third (1/3rd) of the membership shall constitute a quorum to transact any and all business.

Section 3. Assessments by Members: There shall be no fixed annual dues payable by Members. At an annual meeting, the Board of Directors shall present an estimate of the ordinary costs of operating the Corporation for the ensuing year or years. Ordinary costs are defined as being land taxes on Huntington Hills "Commons," public liability insurance, mailing and stenographic expense and other costs not in excess of the sum of \$300.00 annually. Ordinary costs, as defined above, need not be approved by the members. In the event of a proposed assessment for costs in excess of \$300.00, such assessment must be approved by a three-fourths (3/4th) vote of the members present at an annual meeting or special meeting called for such purpose. Each member, or if members are co-owners of a lot or lots such members, collectively, shall pay as an assessment a prorated share of such expenses of the Corporation. Non-resident members shall pay one-half (1/2) of the assessment of resident members. Any assessment so levied or adopted shall be due and payable upon bill being rendered by the Treasurer and shall be considered past due if not paid with one year thereafter. Any assessment remaining unpaid for one year shall result in the loss of membership voting rights until all overdue bills are paid. The unpaid assessment will constitute a lien on the member's real property, subject to legal action for nonpayment, with reasonable attorney's fees to be assessed against said non-paying member, after a written notice of default is sent by Registered Mail, Return Receipt Requested, and by First Class Mail to that member, at the discretion of the Board of Directors.

ARTICLE III

DIRECTORS

Section 1. Number, Qualifications and Powers of Board of Directors:

The Board of Directors shall consist of six (6) members as from time to time may be elected at any annual or special meeting of the members called for such purpose. All power and authority of the Corporation shall be vested in the Board of Directors. Candidates for the Board of Directors shall be recommended by a nominating committee comprised of at least three members who are, currently, not on the Board or Directors. The Board of Directors shall review the nominating committee's recommendations and the Board of Directors will determine a final slate of candidates to be presented at the election. Proxy ballots to vote on candidates for the Board of Directors shall be made available for those members who are unable to attend the meeting where the agenda includes such an election.* Alternate candidates

may be nominated from the floor, or by writing their name/names on the proxy form.

*See By-Laws Amendment A, adopted November 25, 1996, attached hereto and made a part hereof.

Section 2. Vacancies: A Director may resign at will or may be removed, for cause, at any time by a majority vote of all Board Directors. A successor shall be appointed by the other members of the Board, and shall serve until the next annual meeting of the members.

Section 3. Term of Office: Except as qualified in Section 2 above, the term of office of a Director shall be for two years or until his/her successor is duly elected. The Board will make all due effort to maintain continuity. Director may serve three (3) consecutive terms in a specific capacity/position. After a hiatus of one (1) year, a member can be re-elected for another possible three (3) terms.

ARTICLE IV

MEETINGS OF DIRECTORS

Section 1. Regular and Special Meetings: The Board of Directors shall hold such meetings at such times and places and upon such notice as may be determined by the Directors. Any officer may call a meeting upon 48 hours notice delivered by first class mail, in person, or by telephone. Any Director may waive the requirements of such notice and/or by attendance at any meeting of the Board, he/she shall be deemed to have waived notice.

Section 2. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of any business at the meeting of the Board.

ARTICLE V

OFFICERS

Section 1. Officers Designated: The officers of the Corporation shall be members of the Corporation and shall be elected by the membership. Their duties and authority shall be as may, from time to time, be prescribed by the Board. One person shall hold the office of Treasurer, and one person shall hold the office of Secretary. There shall be a President, Vice-President, Treasurer, Secretary, and two Officers at Large.__

ARTICLE VI

AMENDMENTS

These By-Laws may be amended, altered, repealed or superseded, either in whole or in part, by the affirmative vote of three-fourths (3/4th) of the members of the Corporation present at any meeting of the members of the Corporation at which a quorum is present.

ARTICLE VII

SEAL

The seal of the Corporation shall consist of a round seal with the words "Huntington Hills, Inc., Rochester, N.Y." and the word and figures "Incorporated 1949" at the center, and imprint is impressed hereon.

Revised: January 11, 2010

HUNTINGTON HILLS, INC.

BY-LAWS AMENDMENT A

ADOPTED NOVEMBER 25, 1996

Amendment A

The Proxy Voting Procedure shall be used for all Huntington Hills, Inc. business which requires approval of the general membership.

Proxy Voting Procedure:

1. An announcement of a general membership meeting or of a Huntington Hills, Inc. business item shall be mailed to all current members of Huntington Hills, Inc. ten (10) days, but not more than forty (40) days, prior to the meeting or voting date.
2. The announcement will clearly indicate the business items on which the membership will vote.
3. A preaddressed proxy card shall be included in the announcement mailing. For each business item requiring a vote, the proxy card will provide FOR and AGAINST boxes for voting purposes.
4. All proxy cards are due on the meeting or voting date.
5. With use of the proxy voting procedure, a quorum shall be one-third ($1/3^{\text{rd}}$) of the membership.
6. Approval of any business item requires an affirmative vote of three-fourths ($3/4^{\text{th}}$) of the votes received.
7. Only members in good-standing (any Huntington Hills, Inc. assessments fully paid at the time of a vote) are eligible to vote.
8. The full membership will be notified, by mail of the voting results within ten (10) days of the voting date.

The proxy voting option may be used by any member not able to attend a general membership meeting (annual or special).

The board of Directors may decide that a general membership meeting is not required but a membership vote is necessary to conduct business of Huntington Hills, Inc., in which case, the proxy voting procedure will be used to obtain membership input.