

ROBINWOOD HOMEOWNERS' ASSOCIATION ARTICLES OF ASSOCIATION AND BY-LAWS

ARTICLE 1

DEFINITIONS

1.1 Definitions. In these bylaws:

“ASSOCIATION” means the Robinwood Homeowner’s Association, an unincorporated association, organized and existing under the laws of the State of New York.

“DEED RESTRICTIONS” means those deed restrictions filed in the Saratoga County Clerk’s Office and recorded at Book ____, Page ____ and referred to and incorporated in all of the deeds from Stewart, Teele and Mitchell, Teele Mitchell and other successor builders and grantors of subdivision lots in the residential subdivision in Saratoga County, Town of Clifton Park known as Robinwood Estates (hereinafter “Robinwood”) bounded generally by Rte. 146 on the south, Bruno Road on the West, Plank Road on the North and Northcrest Drive on the East.

ARTICLE II

MEMBERSHIP

2.1 Eligibility. The Members of the Association consist of all of the owners of the homes in Robinwood. The rights of the Members are subject to (a) the payment of the annual dues, assessments or other charges imposed by the Association, and (b) compliance with the covenants set forth in the deed restrictions and the rules and regulations of the Board of Directors regarding the use of Robinwood property and the conduct of Members, their families, their tenants, and the guests of any of them.

2.2 Suspension. The voting and other membership rights of any Member may be suspended by action of the Directors during any period when the Member has failed to pay any Annual Charges then due and payable; but, upon payment of all the past due Charges, his rights and privileges shall be automatically restored. If the Directors have adopted and published rules and regulations governing the use of Robinwood Property, or any Common Facilities, or the personal conduct of any person thereon, the voting or other membership rights of any Member may be suspended by action of the Board of Directors, after a hearing before the Board at which the member or any other interested person may be represented by attorney, for a period not to exceed

30 days, if he, any member of his family, his tenants, or the guests of any them shall have violated such rules and regulations.

2.3. *Rights of Membership.* Each Member is entitled to attend and participate in all meetings of the Association, to vote on all matters duly voted on by the Association, and to hold office in the Association.

ARTICLE III

Meetings of Members

3.1 *Annual Meetings.* The Annual Meeting of the Members shall be held at any address specified in the Notice of the Meeting, on the _____ in _____ in each year, at the hour of _____.m.

3.2 *Special Meetings.* Special meetings of the Members for any purpose may be called at any time by the President, the Executive Vice President, or by any three or more Directors, The Secretary shall call a special meeting upon written request of the members who have a right to vote one-fourth of all of the votes of the entire membership.

3.3 *Notices.* Notice of meetings shall be given to the Members by the Secretary. Notice may be given to the Member either personally, or by mailing a copy of the notice, postage prepaid, to the address appearing on the books of the Association. (Each Member shall register his address and any change in address with the Secretary.) Notice of any meeting, regular or special, shall be mailed not less than then nor more then 50 days in advance of the special meeting and shall set forth the purposes of the meeting.

3.4 *Proxy voting.* At any membership meeting the presence, whether in person or by proxy, of Members entitled to vote not less than 10 percent of the total membership vote, shall constitute a quorum for the transaction of business All proxies shall be in writing and be filed with the Secretary at the commencement of the meeting. Any proxy given by a person who shall not be a qualified Member at the date of the meeting and any proxy given more than 11 months before the date of the meeting shall be void.

ARTICLE IV

BOARD OF DIRECTORS

4.1 *Membership and Powers.* The Association shall be governed by a Board of Directors consisting of fourteen (14) members. To ensure continuity of governance, the terms will be

staggered, with 6 members serving one year terms, four (4) members serving two (2) year terms, and four (4) members serving three (3) year terms. The initial fourteen (14) members elected by the membership shall determine terms among them by lot. Without limiting the generality of the preceding provisions, or any power vested in it by law, the Board of Directors shall have the power:

a. to appoint and remove at its pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation and require of them to provide security or fidelity bonds 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);

b. to establish, levy, assess and collect the Annual Charges and all other charges necessary and appropriate to the functions of the Association;

c. to adopt and publish rules and regulations governing the use of Robinwood Property and Community Facilities, and the personal conduct of Members, their family, their tenants, and their guests with respect thereto;

d. to exercise for the Association all powers, duties and authority vested in or delegated to this Association, except those expressly reserved to the Members; and

e. In the event any member of the Board of Directors of this Association shall be absent from three consecutive regular meetings of the Board of Directors, the Board may by action taken at the meeting in which the third absence occurs declare the office of the absent Director to be vacant.

4.2 Duties. It shall be the duty of the Board of Directors :

a. to cause to be kept a full, true and accurate record of its acts, activities, and affairs and to present a statement thereof to the Members at the Annual Meeting of the Members or at any special meeting when requested in writing by one-fourth of the full membership;

b. to supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

c. in accordance with these articles and by-laws, to: (i) enforce all

deed restrictions and covenants applicable to Robinwood Estates; (ii) to maintain the islands, entrances and common areas within Robinwood Estates; (iii) to deal with Town and County officials as may be necessary to achieve and maintain appropriate levels of road maintenance, snow removal, utility construction and maintenance, garbage pick-up, and other necessary services; (iv) to levy, assess and collect such dues, assessments or other charges as may be necessary to carry out the purposes of the Association; (v) to maintain a roster of members and residents of Robinwood Estates on a reasonably current basis and to distribute same to all members; and (vi) to represent the Association in connection any activities or developments within the Town of Clifton Park or the County of Saratoga that may affect the interests of its members.

4.3 Vacancies. Vacancies in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. Any such appointed Director shall hold office for the unexpired term of his predecessor in office.

ARTICLE VI

DIRECTORS' MEETINGS

6.1 Annual meetings. The Annual Meeting of the Board of Directors shall be held immediately following adjournment of the Annual Meeting of the Members in each year.

6.2 Quarterly meetings. A regular meeting of the Board of Directors shall be held on the _____ of the months of January, March, June and September at 7:00 p.m.; provided that the Board of Directors may, by resolution, change the day and hour or the place of holding the regular meeting. If the day of the regular meeting shall fall upon a holiday, the meeting shall be held at the same hour on the first day following which is not a holiday.

6.3 Notices; waiver. No notice need be given for the Annual or any regular meeting of the Board. Notice of any special meeting shall be sufficient if mailed to each Director, postage prepaid, at his address as it appears on the records of the Association, at least three days before the meeting or given personally or by telephone not later than the day before the meeting. No notice need be given to any Director who attends the meeting, or to any Director who in writing (before or after the meeting) waives such notice.

6.4 Special meetings. Special meetings of the Board of Directors shall be called by the Secretary upon request by any officer of the Association or by any two Directors. The action of a majority of the Board, although not at a regularly called meeting, shall be valid and effective in all respects if the record of the meeting shall be assented to in writing by all members of the Board.

6.5 Quorum. At all meetings of the Board a majority of the Board of Directors shall constitute a quorum, and, except as otherwise provided by law or by the Bylaws, the act of a majority of the Directors present shall be the act of the Board.

ARTICLE VII

ELECTION OF DIRECTORS

7.1 Ballots. The election of Directors shall be by written ballot. At each Annual Meeting or at any special meeting called for the purpose of electing Directors, the Members or their proxies may cast, in respect of each vacancy, one vote. The nominees receiving the largest number of votes shall be elected.

7.2 Nominations, nominating committee. Nominations for election to the Board of Directors shall be made by the Nominating Committee, which shall consist of a Director, who shall be the Chairman, and one or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each Annual Meeting and until the next Annual Meeting or until its successor shall have been duly designated and qualified. The members of the Nominating Committee shall be announced at each Annual Meeting of the Members.

7.3 Nominees. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies to be filled. Nominations shall be made from among Members. Nominations shall be placed on a written ballot and shall be made in advance of the time fixed for the mailing of such ballots to the Members.

7.4 Procedure. All elections of the Board of Directors shall be made on written ballots which shall (a) describe the vacancies to be filled; (b) set forth the names of those nominated by the Nominating Committee for the vacancies; and (c) contain a space for a write-in vote by the members for each vacancy. The ballot shall be prepared and mailed by the Secretary to the Members at least fourteen (14) days in advance of the date set forth therein for a return (which shall be a date not later than the day before the Annual Meeting or any special meeting called for the purpose of electing Directors.)

7.5 Voting. Each Member shall be mailed a ballot on which he or she may cast his or her vote. The completed ballot shall be returned in the manner hereinafter outlined. The ballot shall

bear on its face the name and signature of the Member and such other information as the Board of Directors may determine will serve to establish his or her right to cast the vote stated therein. The ballot shall be returned to the Secretary at the address clearly designated by the Secretary.

7.6 Processing. Upon the receipt of each return, the Secretary shall immediately place it in a safe place. Not more than 21 days prior to the day set for the meeting at which the elections are to be held, the envelopes shall be turned over, unopened, to an Election Committee which shall consist of three persons appointed by the Board of Directors. All returns thereafter received by the Secretary on or before the date set for a return shall accordingly be turned over to the Election Committee. The Election Committee shall adopt a procedure which shall (a) establish that the Member is entitled to cast either personally or by proxy, the number of votes indicated on the ballot; and (b) that the signature of the Member on the ballot is genuine; and (c) if the vote is by proxy, that the proxy has been filed with the Secretary as provided in Section 3.4, and that the proxy is valid. After the procedure has been completed for a ballot the count of the vote shall be taken. All ballots and proxies as well as any continuing tally of votes shall be kept by the Election Committee, when not being processed, in a safe place. The ballots shall be retained for ninety (90) days after the meeting and then destroyed.

ARTICLE VIII

OFFICERS

8.1 Offices. The officers of the association shall be a President, one or more Vice Presidents, Secretary, one or more Assistant Secretaries and a Treasurer. The President and one of the Vice Presidents shall be members of the Board of Directors.

8.2 Election by board of directors. All officers shall be elected at the Annual Meeting of the Board, and each officer shall hold office until the next Annual Meeting of the Board and until his successor shall have been duly elected and qualified or until his earlier death, resignation, or removal in accordance with the By-laws. The officers shall be chosen by a majority vote of the Directors.

8.3 President; duties. The President shall be the chief executive officer of the Association and as such shall have general supervision of the affairs and property of the Association and over its several officers, subject to the direction of the Board of Directors. The President shall, if present, preside over all meetings of the Board of Directors, and shall generally do and perform all acts incident to the office of the President. He may sign in the name and on behalf of the Association all notes, leases, mortgages, deeds and all other written instruments authorized by the Board, except where the Board shall delegate the execution thereof to some other officer or agent of the Association.

8.4 Vice President; duties. The Vice President shall assist the President and shall perform all of the duties of the President in the event of his or her absence or disability, and when so acting shall have all of the powers and be subject to all restrictions placed upon the President.

8.5 Secretary; duties. The Secretary shall act as Secretary of the Board of Directors and shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. He shall sign all certificates of membership. He or she shall keep the records of the Association. He or she shall record the names and addresses of all Members of the Association, shall see that all notices are duly given as required by the Bylaws or applicable law, and shall be the custodian of the corporate seal.

8.6 Treasurer; duties. The Treasurer shall receive and deposit in bank accounts approved by the Board all moneys of the Association and shall disburse such funds as directed by a resolution of the Board of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for the 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.

8.7 Books and accounting. The Treasurer shall keep proper books of account and cause an annual audit of the Association's books to be made by a certified public accountant at the completion of each fiscal year. He 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 Annual Meeting.

ARTICLE IX

COMMITTEES

9.1 Standing committees. Standing committees of the Association shall be the Nominating Committee, the Maintenance Committee and the Finance Committee. Unless otherwise provided herein each committee shall consist of a Chairman and two or more members as determined by the Board, at least one of whom shall be a Director. Each committee shall be appointed by the Board of Directors at its annual meeting to serve until the next Annual Meeting of the Board and until its successor has been duly elected and qualified, except that the Nominating Committee shall be appointed in accordance with Section 7.2. The Board of Directors may appoint such other committees as it deems desirable.

9.2 Nominating committee. The Nominating Committee shall have the duties and functions described in Article VI.

9.4 Maintenance committee. The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of all entrances, islands, roads and other common properties within Robinwood Estates and shall perform such other functions as the Board, in its discretion, determines.

9.6 Finance committee. The Finance Committee shall supervise the annual audit of the Association's books and approve the annual balance sheet statement to be presented to the Members at their Annual Meetings. The Treasurer shall be an *ex officio* member of the committee.

9.7 Subcommittees. With the exception of the Nominating Committee, each committee shall have the power to appoint a subcommittee from among its membership and may delegate to any subcommittee any of its powers, duties and functions.

9.8 General duties. It shall be the duty of each committee to receive complaints from the Members on any matter involving Association functions, duties and activities within the field of its responsibilities. It shall dispose of complaints as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented.

ARTICLE X

BOOKS AND RECORDS.

10.1 Inspection. The books, records and papers of the Association shall be at all times, during reasonable business hours, be subject to inspection by any Member.

ARTICLE XI

AMENDMENTS

11.1 Amendment procedure. These Articles and Bylaws may be amended, at a regular or special meeting of the Members, by a vote of the majority of a quorum of the Members present in person or by proxy, provided that any matter stated herein to be or which is in fact covered by the deed restrictions and covenants may not be amended.