

# Heritage Hills Society, Ltd.

## By-Laws

4/4/2023

Heritage Hills Society

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**BYLAWS of  
HERITAGE HILLS SOCIETY LTD.**

A New York Not-for-Profit Corporation

As revised by votes of the Members on June 20, 1991, August 19, 1991, March 8, 2006, October 10, 2012, October 27, 2021, and April 4, 2023.

**ARTICLE I  
APPLICABILITY**

*1.01. Type of corporation.* As provided in the Second Restated Certificate of Incorporation of Heritage Hills Society Ltd. (hereinafter the Society), these Bylaws shall be applicable to the Society as a type "A" corporation under Section 201 of the Not-for-Profit Corporation Law of the State of New York, with its principal office located at Heritage Hills of Westchester, Town of Somers, Westchester County, New York.

*1.02. Management, facilities, roads.* These Bylaws shall be applicable to the management and operation of the Society on behalf of all Society Members as defined in Article III, Section 3.01 below, and to the recreational facilities and shuttle buses owned or leased by the Society, and "A" and "B" roads and any "C" roads serving two or more condominium associations.

**ARTICLE II  
PURPOSES**

*2.01. Purposes defined by Certificate of Incorporation.* Under the Second Restated Certificate of Heritage Hills Society Ltd., the Society is formed to participate on behalf of the Members where issues of safety, comfort, expense or general welfare are involved and to establish standards and communicate views affecting aesthetics, safety, policies and related matters of common interest in Heritage Hills. The Society shall also operate and maintain social, cultural and recreational facilities, as well as "A" and "B" roads and any "C" roads serving two or more condominium associations and shuttle buses, and is responsible for the repair and maintenance of storm water pipes and catch basins on the roads that connect or serve two or more Condominiums, the dredging of all the ponds and their repair and maintenance of the dry infusions basins as needed, and the repair and maintenance of the pipes and catch basins that serve two or more Condominiums. *[Approved October 27, 2021]*. Its purposes as provided for in the Restated Certificate shall be pursued in accordance with Article VI of these Bylaws.

### ARTICLE III MEMBERSHIP

3.01. *Qualifications and privileges.* Membership in the Society shall include and be limited to all owners or co-owners of dwelling units in any Condominium Association (hereinafter referred to as the Condominiums) in Heritage Hills of Westchester that is now in existence or may be built. Owners, as referred to herein, shall mean all the record owners of each unit, including the holder of a beneficial interest in a unit providing the holder with all ownership privileges and the exclusive right to occupy the unit including, without limitation, a life estate or a trust but not including tenants, guests or other similar occupants. [Approved October 27, 2021]. Subject to the provisions of Sections 4.06 and 4.07 below all unit owners shall become Members upon receiving the deeds to their units. Every lawful transfer of title to a Member's dwelling unit shall effect a transfer of Society Membership of the transferor and automatically terminate all rights, privileges and obligations of membership of the transferor except obligations for dues and assessments outstanding at the time of the transfer.

3.02(a). *Obligations.* All unit owners and tenants and their respective guests, servants, agents, licensees, employees and any other person or persons who are permitted to use or have access to Society facilities shall be subject to these Bylaws and to the Rules and Regulations issued by the Society. All Members shall pay regular dues to the Society as established annually by the Board of Directors as provided for in Section 10.01 of these Bylaws.

3.02(b). *Violations.* In the event of violation of these By-Laws or the rules and regulations, the Society may suspend the privileges of the Member of the Society and/or take such other action as its Board of Directors may deem appropriate including the imposition of a special charge of fines and interest on amounts overdue and fines as determined by the Board and including such amounts as will reimburse the Society for all costs to the Society resulting from the violation including legal expenses, if any. [Approved October 10, 2012].

3.03. *Use of recreational facilities.* The enjoyment of community and recreational facilities of the Society shall be limited to occupants of dwelling units in the condominiums, including owners and tenants and their guests, under Rules and Regulations established from time to time by the Board of Directors. Unit owners shall be responsible for the acts and omissions of their co-habitants, tenants and guests. [Approved October 10, 2012].

3.04. *Assignment.* Except as provided in Article III, Section 3.01, of these Bylaws, Membership in the Society may not be assigned or transferred; any attempted assignment or transfer thereof shall be void and of no effect.

**ARTICLE IV**  
**MEMBERSHIP MEETINGS AND VOTING**

*4.01. Society Meetings.* Meetings of the Society shall be held at the principal office of the Society or at such other suitable and convenient place as may be permitted by law.

*4.02. Annual Meetings.* An annual meeting of the Members shall be held in June, and no later than June 30, of each year on a date set by the Board of Directors. [Approved October 27, 2021].

*4.03(a). Special Meetings.* Special meetings of the Members may be called by the Board of Directors and must be called by the President upon receipt of a petition requesting same signed by ten percent (10%) of the Members entitled to vote as defined in Sections 4.06 and 4.07. Agendas of special meetings shall be confined to the subject or subjects included in the notice and no other matters shall be acted upon.

*4.03(b). Board votes for capital expenditure.* When the Board votes for a capital expenditure that requires Membership approval, the Special meeting shall take place no earlier than 30 days from the mailing by the Board of the facts relating to the proposal. Equal time and space for opposing opinions shall be provided in any means of public communication sponsored by the Board. Fliers shall be allowed in all Society facilities. These rights shall not be abridged in any way nor influenced by By-Law 6.03. [Approved March 8, 2006] [Approved October 10, 2012].

*4.04. Notice of meetings.* The Secretary shall be responsible for mailing notices of all Society Membership meetings to each Member of the Society, directed to his or her last known post office address as shown on the records of the Society, by first-class mail, postage prepaid. Such notice shall be mailed not less than ten (10) days nor more than fifty (50) days before the date of such meeting and shall state the date, time and place of the meeting, and the purpose or purposes thereof.

*4.05. Membership roster.* As provided in Article VIII, Section 8.05 (e), the Secretary shall be responsible for an updated Membership list in the Society office.

*4.06. Qualifications for voting.* Each dwelling unit shall be entitled to one vote by a Member of record in good standing. Where a dwelling unit is owned jointly by two or more persons, only one such owner shall be entitled to cast the vote assigned to the particular dwelling unit. The splitting of such vote is prohibited. If the joint owners cannot agree on who shall cast the vote for their dwelling unit, that vote shall be forfeited. Tenants shall not vote on the affairs of the Society except by proxy duly authorized by the unit-owner.

*4.07. Member financial obligations.* A Member shall be deemed to be in "good standing" if, and only if, all financial obligations to the Society have been met

within 60 days of their due date. *[Approved October 10, 2012].*

4.08. *Society meeting quorum.* The presence in person or by proxy of twenty-five percent (25 %) of the Society Members entitled to vote shall constitute a quorum at any officially called meeting of Members. If any meeting of Members cannot be held because a quorum is not present, the Members present, either in person or by proxy, may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called. In the event of any such adjourned meeting, no further notice of the adjourned date need be given to any of the Members.

4.09. *Proxies.* Votes may be cast either in person or by a proxy listing all matters to be voted on. The proxy may include how the vote on any specific issue shall be cast. Proxies must be in writing and mailed to the Secretary postmarked at least two (2) days before the date appointed for each meeting in the notice thereof or hand-delivered to the Society Office by noon on the day of the meeting. *[Approved October 10, 2012].*

4.10. *Meeting agenda.* The order of business at all meetings of the Members shall be as follows:

- (a) Roll call or certification by the Secretary of the existence of a quorum.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Approval of minutes of preceding meeting. *[Approved October 27, 2021].*
- (d) Reading of the financial report.
- (e) Reports of officers.
- (f) Reports of standing committees.
- (g) Unfinished business.
- (h) New business.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

5.01. *Composition of Board and Terms of Office.* The Society shall be governed by a Board of Directors consisting of fifteen (15) unit owners or unit owners' spouses/Domestic Partners, as defined by New York State law, elected at large to three (3) year terms beginning on July 1 of the year in which they are elected. Five (5) Directors shall be elected at each annual meeting. *[Approved October 27, 2021].* The Directors in office on the date of the adoption of these revised Bylaws shall remain in office for the balance of the terms to which they were previously elected.

5.02. *Nomination.* Candidates for election to the Board shall be named by a Nominating Committee composed of one-unit owner or unit owner's spouse/Domestic Partner, as defined by New York State law, appointed by each Condominium Association. *[Approved October 27, 2021].*

In accordance with procedures determined by the Nominating Committee prior to each election, any Society Member or Member's spouse/Domestic Partner,

as defined by New York State law, may submit an application to the Nominating Committee for nomination to fill a vacancy on the Board of Directors. If the number of requests to be nominated to fill any vacancy is not more than twice the number of vacancies, all persons submitting such requests shall be deemed nominated. If the number of such requests be more than twice the number of such vacancies, the Nominating Committee shall, in its sole discretion, nominate a number of persons from among those making the requests equal to twice the number of vacancies, after receiving written résumés, statements and oral presentations submitted in accordance with procedures established by the Nominating Committee. A list of the nominees in any election shall be published by the Nominating Committee not less than two weeks prior to the election. Any Member not nominated by the Nominating Committee must be so advised by the Committee within 48 hours of such determination. The Member may submit to the Nominating Committee not less than one week after such notice a nominating petition signed by not less than five percent (5%) of the Members entitled to vote, whereupon such Member's name shall be included as a nominee on the ballot at such election.

The votes shall be counted by six (6) inspectors of election, who shall be chosen before said annual meeting by the then-incumbent President of the Board from among those officers of the various condominiums who are not candidates for election to the Board. *[Approved October 10, 2012].*

*5.03. Vacancies.* In the event a Director dies, resigns, is removed from office or becomes incapacitated, the President may select a successor director subject to ratification by the Board of Directors to complete the term of the former Board member. *[Approved October 10, 2012].*

*5.04. Removal of Directors.* Any or all Directors may be removed for cause or without cause by a vote of a majority of the Members entitled to vote present at a special meeting duly called for that purpose, provided that a quorum for such meeting shall consist of not less than a majority of the Members entitled to vote. Any Director may be removed from office for cause by a vote of a majority of the members of the Board of Directors. Cause shall consist of conflict of interest or other misconduct or absence from three (3) consecutive meetings without excuse.

*5.05. Notice of meetings.* The Board of Directors may set the time and place for regular meetings as permitted by law. At least four such meetings shall be held in each fiscal year. Notice of regular meetings of the Board shall be hand delivered, e-mailed or mailed to each Director at least five (5) days before each meeting date. The notice shall include the date, time, place and purpose of a meeting. *[Approved October 10, 2012].*

*5.06. Notice of special meetings.* The President may call a special Board meeting on three business days' notice delivered in the manner described in the preceding Section 5.05. The notice shall state the purpose of the meeting and no other subject shall be

acted upon. A special meeting shall also be called by the President on the written request of any two (2) Directors.

*5.07. Waiver of notice.* A Director may, in writing, waive notice of a regular or special Board meeting. A Director's attendance at any Board meeting shall constitute a waiver of advance notice.

*5.08. Board meeting quorum.* At all duly convened meetings of the Board, a majority of the Directors shall constitute a quorum. No action shall be taken by the Board in the absence of a quorum.

*5.09. Board meetings.* The minutes shall show how every director votes on all motions, and such minutes after approval shall be available for inspection by Members on reasonable notice during normal business hours; only Directors present at Board meetings may vote. [*Approved March 8, 2006; former 5.09 repealed March 8, 2006*]. Board members who are not physically present at meetings may participate and cast a vote in the meetings via electronic or telephonic devices. [*Approved October 10, 2012*].

## **ARTICLE VI BOARD POWERS**

*6.01. Administration.* The Board of Directors shall have and exercise all lawful powers necessary for the proper conduct and administration of the affairs of the Society, and maintenance and operation of its facilities, including but not limited to the expenditure of money by the Society. The Board may do or cause to be done all such other lawful acts and things as are not prohibited by law or these Bylaws as may be directed or required to be done by Members entitled to vote.

*6.02. Capital expenditures.* The Board of Directors shall make no capital expenditure in excess of \$250,000 for any single capital project or enter into any contract for such capital expenditure unless such expenditure or contract has been approved by the Members entitled to vote at a regular annual meeting or a special meeting called for the purpose. Capital expenditures shall mean those designated as such by Generally Accepted Accounting Principles, including but not limited to expenditures for new buildings and facilities or for major additions thereto.

*6.02b* [*Approved March 8, 2006*] [*Repealed October 10, 2012*].

*6.03. Rules and Regulations.* The Board of Directors shall make, promulgate and enforce such Rules and Regulations relative to the use and operation of the facilities which it may deem proper or necessary.

## **ARTICLE VII INSURANCE**

*7.01. Property Insurance.* The Board of Directors shall be required to obtain and maintain to the extent obtainable, the following insurance:

(a) fire insurance with extended coverage, vandalism and malicious mischief, insuring all Society buildings together with service machinery contained therein covering the interest of the Society, the Board of Directors and all unit owners, as such interest may appear, in such amount as the Board of Directors may deem appropriate.

(b) such other insurance on property of the Society as the Board of Directors may determine.

*7.02. Liability Insurance.* The Board of Directors shall also be required to obtain and maintain, to the extent available, automobile insurance, general liability insurance and worker's compensation insurance with such limits as the Board of Directors may from time to time determine, covering each Member of the Board of Directors and each person acting on behalf of the Society as well as the Society itself. Such liability insurance shall also cover cross liability of one insured against another.

*7.03. Directors' and Officers' Liability.* The Board shall have the right to purchase and maintain Directors' and Officers' liability insurance covering the Society's Directors, Officers, employees, members of any body of the Society and persons serving in any capacity at the express request of the Society.

*7.04. Fidelity Bonds.* The Board of Directors shall obtain adequate fidelity bonds, or such similar form of coverage as may be appropriate, for all officers and employees and any agent appointed by the Board as responsible for handling Society monies.

*7.05. Cancellation.* All insurance policies shall provide that they may not be canceled or substantially modified without at least thirty (30) days' prior written notice to the Society.

*7.06. Payment.* The premiums on all insurance referred to in Article VII shall be paid by the Society.

## **ARTICLE VIII OFFICERS**

*8.01. Titles.* The officers of the Society shall be a President, First Vice President, Second Vice President, Secretary and Treasurer, all of whom shall be Members of the Board, and shall comprise the Executive Committee. *[Approved October 27, 2021]*. Additional officers, who need not be Members of the Board, may be elected by the Board as it deems necessary.

*8.02. Election.* The officers of the Society shall be elected by the Board of Directors at its first meeting in July after each annual Society election. They shall serve as officers at the pleasure of the Board of Directors and may be removed and replaced by majority vote of the Board Members.

*8.03. Duties of the President.* As the chief executive officer of the Society, the President shall:

(a) Preside at meetings of the Members and the Board of Directors.

(b) Have the general powers and duties usually vested in the office of president of an association, including but not limited to the power to appoint and remove Standing Committees and their chairpersons from among the Society's Members to assist in the conduct of Society affairs. *[Approved October 27, 2021]*. Appointments of committee chairpersons shall be ratified by a majority of the Board of Directors.

(c) Execute contracts and other instruments in the name of and on behalf of the Society, under its corporate seal if one is required. Only the President of the Board is empowered to execute contracts and other instruments, except in instances when the law requires that such documents be otherwise executed or when the responsibility is delegated by the Board of Directors to another officer or agent of the Society. Approval by a majority of the Board of Directors is required prior to the signing of any such documents. *[Approved October 27, 2021]*.

*8.04. Duties of the Vice Presidents.* The Vice President shall perform the duties of the President during the latter's absence, disability or refusal to act. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Second Vice President shall perform the above duties in the absence of both the President and the First Vice President. The Vice Presidents shall perform such duties as may be designated by the President. *[Approved October 10, 2012]*.

*8.05. Duties of the Secretary.* The Secretary shall:

(a) Have charge of all records and papers as the Board shall direct.

(b) Be responsible for all minutes and perform other duties of the office of Corporate Secretary called for in the Bylaws or by the Board of Directors or the President.

(c) Be responsible for the keeping of the Minute Book and the Corporate Seal in the Society's office. When authorized by the Board, the Secretary shall affix the Seal to any document requiring it and attest to same when appropriate.

(d) Ensure that the original copy of these Bylaws and all Rules and Regulations adopted by the Society are kept on file in the Society office.

(e) Ensure the compilation and updating of a complete list of the Members and their last known post office addresses, to be kept at the principal office of the Society. This list shall be open to inspection by all Members and other persons lawfully entitled to inspect the same at reasonable hours during regular business days.

(f) Be responsible for sending out notices of meetings to the Members, the Board of Directors and committees.

*8.06. Duties of the Treasurer.* The Treasurer shall:

(a) Have responsibility for the Society's funds and securities, keeping full and accurate accounts of receipts and disbursements in Society books.

(b) Ensure that all monies, checks and other valuable effects are deposited in the manner designated by the Board of Directors.

(c) Ensure that Society funds are disbursed as ordered by the Board or the President, making proper vouchers for such disbursements.

(d) Render an account of transactions and the financial condition of the Society to the President and Directors at regular Board meetings and to the Members at the Annual Meeting.

*8.07. Responsibilities of the Executive Committee.*

(a) Hire and fire employees.

(b) Determine employees' salaries and bonuses, if any.

(c) Choose employee benefit packages.

(d) Manage workplace issues.

(e) Establish Board meeting agendas.

(f) Evaluate and establish issues to bring to the Board.

(g) Facilitate Board discussions.

*[Approved October 27, 2021].*

## **ARTICLE IX COMMITTEES**

*9.01. Standing Committees.* Standing Committees of the Board include but are not necessarily limited to the following: Finance and Budget, Audit, Legal, Roads, Maintenance, Security, Activities, Communications, Personnel, Planning, Transportation, Insurance and Environment. Their chairpersons shall be appointed by the President as provided in Article VIII, Section 8.03 (b).

*9.02. Annual review* [Repealed October 10, 2012].

## **ARTICLE X FINANCIAL ADMINISTRATION**

*10.01. Memberships, Dues and Assessments.* Each Member shall be obligated to reimburse the Society for any expenses incurred by it in repairing or replacing any part or parts of the facilities and other properties of the Society damaged solely by his or her negligence or by the negligence of his or her tenants, agents, or licensees, promptly upon the receipt of the Society's statement therefore. This includes any legal expense incurred in the collection of such amounts if such reimbursement is not timely made. *[Approved October 10, 2012].*

Each Member shall contribute toward the expenses of administering and maintaining the Society and all of its real and personal property as well as all "A" and "B" roads presently existing at or hereafter constructed at Heritage Hills of Westchester and any "C" roads serving two or more condominiums that presently exist at or are hereafter constructed at Heritage Hills of Westchester and the maintenance of the surface drainage system of Heritage Hills of Westchester. Each Member shall also contribute toward any other expenses that may be properly incurred by the Society, including capital expenditures. Said contributions shall be in such amounts as shall from time to time, and at least annually, be fixed by the Directors. No Member may claim exemption from contribution toward such expenses by waiver of the use or enjoyment of the community or recreational facilities of the Society or by abandonment of the Member's dwelling unit. Payment shall be due monthly on the first day of each month, in the amount fixed by the Directors and communicated to the Members. Such payment shall be made to the Treasurer of the Society or a designee at the principal office of the Society or such other place as shall be designated by the Directors.

*10.02. Liens.* All charges, assessments and expenses chargeable to a Member and Member's dwelling unit shall constitute a lien against the said dwelling unit in favor of the Society for the use and benefit of the members. In the event of default by any unit owner in paying to the Treasurer the charges and assessments as determined by the Board of Directors, such Member shall be obligated to pay interest on such charges from the due date thereof and/or a late fee. Either may be fixed from time to time by the Board of Directors. *[Approved October 10, 2012].*

*10.03. Foreclosure.* In the event a Member shall fail to pay any charge or assessment levied for the expenses of administering, maintaining and operating the Society and its properties, the Society may proceed to foreclose the lien in the manner provided for in the foreclosure and sale of real estate mortgages. The right of the Society to foreclose the lien shall be in addition to any other remedy, which may be available to it at law for the collection of the monthly charges and expenses including attorney's fees and disbursements and interest on the amount due incurred in connection with such delinquency and foreclosure. *[Approved October 10, 2012].*

*10.04. Transfer of Property Title.* Upon the sale, conveyance or other lawful transfer of title to a dwelling unit, all unpaid charges or assessments against a Member and the dwelling unit shall first be paid out of the proceeds available from the sale. *[Approved October 10, 2012].*

The purchaser of a dwelling unit shall be jointly and severally liable with the seller for the amounts owing by the latter to the Society, up to the time of the conveyance or transfer, without prejudice to the purchaser's rights to recover from the seller the amount paid by him as such joint debtor.

The Society shall provide for the issuance and issue to every purchaser, upon his request, a statement of such amounts due by the seller. The purchaser's liability

under this section shall be limited to the amount as set forth in said statement.

In addition to the foregoing, all purchasers of dwelling units shall, as new Members, be responsible for paying a Purchaser's Contribution to Society in the amount of Society's then prevailing Purchaser's Contribution Policy, as shall be determined by the Board of Directors from time to time. *[Approved April 4, 2023]*.

## **ARTICLE XI**

### **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

*11.01. General provisions.* The Society shall indemnify, as set forth below, any person (and the heirs, executors and administrators of such person) who is a party to, or is to be made a party to, any pending or completed action, suit or proceeding, whether civil or criminal, by reason of the fact that such person is or was a director, officer, employee or a voluntary member of any body of the Society or is serving or has served voluntarily in any capacity at the express request of the Society. Such indemnity shall be, to the full extent permitted by the applicable laws of the State of New York, against expenses, judgments and fines actually and reasonably incurred by such person in connection with such action, suit or proceeding, unless such person shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of such person's duties or to have had reasonable cause to believe that such person's conduct was unlawful. Expenses shall include the cost of defending any such action, suit or proceeding brought against such person and the cost of reasonable settlement thereof, provided such settlement has been approved by the Board of Directors of the Society. The foregoing right of indemnification shall not preclude the exercise of other rights to which such person may otherwise be entitled.

## **ARTICLE XII**

### **FISCAL YEAR**

*12.01. Effective date.* The fiscal year of the Society shall begin on the first day of January in each year.

## **ARTICLE XIII**

### **CORPORATE SEAL**

*13.01. Description.* The corporate seal of the Society shall consist of two (2) concentric circles between the circumferences of which shall be inscribed the name "Heritage Hills Society Ltd." and the year of incorporation, and within the circumference of the inner circle the words "Corporate Seal, New York."

**ARTICLE XIV**  
**DISSOLUTION**

*14.01. Legal procedures.* In the event it shall be deemed advisable and for the benefit of the members that the Society should be dissolved, the procedures concerning dissolution set forth in the Not-for-Profit Corporation Law of the State of New York shall apply.

**ARTICLE XV**  
**CONFLICTS OF INTEREST**

*15.01. Restriction on Directors and Officers.* No Director nor officer nor his or her spouse/Domestic Partner, as defined by New York State law, or member of his or her household shall receive, directly or indirectly, any salary, compensation or emolument from the Society — except reimbursement for reasonable expenses incurred in the discharge of their duties — or from any business or individual furnishing supplies or services to the Society. *[Approved October 27, 2021]*. No Director nor officer shall be interested, either directly or indirectly, in any contract relating to the business affairs of the Society, or in any contract for furnishing supplies or services thereto. All Board Members shall be required to sign a conflict of interest statement in a form determined by the Board of Directors. *[Approved October 10, 2012]*.

**ARTICLE XVI**  
**CHECKS**

*16.01. Signatories.* All checks or demands for money and notes of the Society shall be signed by such officer or officers as authorized by the Board of Directors. An agent with limited or restricted authority shall also be empowered in writing to sign checks as the Board of Directors from time to time designates.

**ARTICLE XVII**  
**AMENDMENTS AND CONSTRUCTION OF BYLAWS**

*17.01. Procedures for action.* New Bylaws may be adopted and any existing Bylaws may be amended or repealed by the affirmative vote of a majority of those Members entitled to vote as provided in Article IV, Section 4.06, who are present or voting by proxy at any duly called Annual or Special Meeting of the Members, at which a quorum as provided for in Section 4.08 is present. Notice of any meeting of the Members at which Bylaws are to be adopted, amended or repealed shall include notice of the proposed action and shall be accompanied by an appropriate proxy form.

*17.02. Filing of revisions.* Whenever a Bylaw is amended or repealed or a new Bylaw is adopted, the action and the date on which it was taken shall be noted on the original

Bylaws in the appropriate place, or a new set of Bylaws shall be prepared incorporating the changes, and a copy of such original Bylaws, so annotated, or any new set of Bylaws attested to as accurate by the President and Secretary of the Society then in office shall be filed in the office in which the records of the Society are regularly maintained.

*17.03. Relation to Certificate of Incorporation.* If any provision of these Bylaws shall be found to be inconsistent with any provisions of the Certificate of Incorporation, as presently existing or as amended, the Certificate of Incorporation shall constitute the controlling authority.

### ARTICLE XVIII

#### CONFORMITY TO THE CERTIFICATE OF INCORORATION

*18.01. References in the Certificate of Incorporation.* Section 4.06 of these Bylaws shall be deemed to be the “Article III, Section 5, of the amended Bylaws of Heritage Hills Society LTD” referred to in Section 10 of the Second Restated Certificate of Incorporation of the Society. Sections 5.08 and 6.01 of these Bylaws shall be deemed to be the “Article V, Section 6, of the amended Bylaws of Heritage Hills Society Ltd” referred to in Section 11 of the Second Restated Certificate of Incorporation of the Society.

*ATTESTED TO as enacted by the Members of the Heritage Hills Society Ltd at an annual meeting held on June 20, 1991, a membership meeting on August 19, 1991, a membership meeting on October 10, 2012, a membership meeting on October 27, 2021, and a membership meeting on April 4, 2023.*

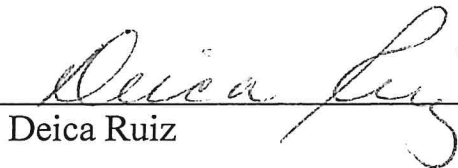
By:

President:



Dominick Rubino

Secretary:



Deica Ruiz