

BY-LAWS
OF
HANDS CREEK FARM PROPERTY
OWNERS' ASSOCIATION, INC.

As of July 2013

ARTICLE 1

NAME AND LOCATION

(a) The Association shall be known as HANDS CREEK FARM PROPERTY OWNERS' ASSOCIATION, INC.

(b) The office of the corporation shall be located in the Town of East Hampton, County of Suffolk, and State of New York.

ARTICLE II

PURPOSE

The purpose of the Association shall be to promote the common interests and to maintain the common property of the property owners in the subdivision described in Section 1 and 2 of Maps of Hands Creek Farm filed in the Office of the Clerk of the County of Suffolk as well as to promote the common interests of the residents of the Town of East Hampton.

To that end, the Association shall approve and oversee any community projects undertaken in its name.

It shall also review plans and specifications of proposed new structures and landscapes or renovations to existing structures and landscapes in the aforementioned subdivision pursuant to covenants and restrictions recorded in Liber 9145 cp 585 and subsequent amendments thereto subject to requirements of governmental authorities.

ARTICLE III

MEMBERSHIP

(a) Record owners of fee simple title to any one or more of the lots as shown on Maps of Hands Creek Farm, Sections 1 and 2, which maps are filed in the Office of the Clerk of the County of Suffolk, shall by reason of their ownership in said subdivision, be

enrolled as members in the Association. Membership shall be appurtenant to and may not be separated from ownership of any said lot.

(b) The Association shall have one class of voting.

ARTICLE IV

MANAGEMENT

(a) The general management of the affairs of the Association shall be vested in the Board of Directors who shall be elected as provided in the By-Laws.

(b) The Officers of the Association shall consist of a president, a secretary and a treasurer. The Board of Directors may be increased to a number not in excess of fifteen by amendment of the By-Laws.

(c) The president shall be a member, ex-officio, of all committees.

ARTICLE V

MEETINGS OF MEMBERSHIP, QUORUM, PROXIES AND WAIVERS

Section 1. The annual meeting of the membership of the Association shall be held at a date in July to be set from time to time by the Board of Directors. Notice of the time and place of the holding of the annual meeting shall be by mail to each member at least twenty (20) days previous thereto.

Section 2. Special meetings of members may be called by the President at any time on his own initiative or by the President or Secretary upon request of five (5) members to such officer made in writing. Notice of the meeting shall be mailed to each member at least ten (10) days previous to the meeting and at such special meeting there shall only be considered such business as is specified in the notice of meeting.

Section 3. At all meetings of the association, either regular or special, the presence in person or by proxy of a majority of the members of the association in good standing shall constitute a quorum.

Section 4. If a quorum is not present, the presiding officer may adjourn the meeting to a day and hour fixed by him, with notice to members as provided above.

Section 5. Every member of the association may vote in proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration

of the proxy is specified, it shall be invalid after eleven months from the date of its execution.

Section 6. At all meetings of the association, the order of business shall be as follows:

1. Reading of minutes of immediate prior meeting for information and approval.
2. Reports of officers.
3. Reports of committees.
4. Election of directors.
5. Unfinished business.
6. New business.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Number and Term. The number of Directors which shall constitute the whole Board shall be fixed from time to time by vote of the members but shall not be less than three (3) nor more than fifteen (15). At each annual meeting, the members shall vote for and elect a minimum of three (3) and a maximum of fifteen (15) Directors to serve a renewable one year term. To provide a broader representation of lot owners, no more than one person from each lot shall be eligible to serve on the board at the same time.

Section 2. Vacancy and Replacement. If the office of any Director becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, a majority of the remaining Directors though less than a quorum, at a special meeting of Directors duly called for this purpose, shall choose a successor, who shall hold office for the unexpired term in respect of which such vacancy occurred and until his successor is duly elected and qualified.

Section 3. Removal. Directors may be removed for cause by an affirmative vote of majority of the Members.

Section 4. Powers.

(a) The property and business of the Association shall be managed by its Board of Directors, which may exercise all such powers of the Association and do all such lawful acts and things as are not by Statute, Declaration, Certificate of Incorporation or by these By-Laws, directed or required to be exercised or done by the Members personally. However, no extraordinary expenditures, or extraordinary expenditures for

capital improvements, shall be made without the approval of the Members. Director's powers shall specifically include, but not be limited to the following:

1. To determine and levy annual assessments ("Association assessments"). The Board of Directors may increase the annual assessment or vote a special assessment.
2. To collect, use and expend the assessments to maintain, care for and preserve the signage and landscaping at the entrance to the Subdivision.
3. To open bank accounts on behalf of the Association and to designate the signatories to such bank accounts.
4. To collect delinquent assessments and reasonable fines levied annually for non-payment thereof, by suit or otherwise, to abate nuisances and to enjoin or seek damages from Members for violations of the rules and regulations herein referred to.
5. To make reasonable rules and regulations and to amend the same from time to time. Such rules and regulations and amendments thereto shall be binding upon the Members.
6. To employ professionals, including accountants and attorneys, workmen, gardeners and a bookkeeper, and to purchase supplies and equipment, to enter into contracts, to provide maintenance and other services and generally to have the powers of Directors.
7. To bring and defend actions pertinent to the operation of the Association by or against members, including mediation and arbitration when appropriate. Fees and costs associated with mediation and arbitration will be shared by the parties. Fees and costs associated with activities to support the case by each party shall be borne by the party incurring such fees and costs unless otherwise decided by the court or arbitration panel in a final decision
8. To acquire and maintain adequate Directors and Officers insurance, public liability and such other insurance as it deems necessary.
9. To create an architectural and site plan review board to provide mandatory review in conformance with declaration of covenants and restrictions.

(b) The Board of Directors may, by Resolution or Resolutions, passed by a majority of the whole Board, designate one or more committees, each of such committees to consist of at least two (2) Directors or Members, one of whom shall be a Director, which, to the extent provided in said Resolution or Resolutions, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Association and may have the power to sign all papers which may be required, provided the said Resolution or Resolutions shall specifically so provide. Such committee or committees shall have such name or names as may be determined from time to time by Resolution adopted by the Board of Directors. Committees established by Resolution of the Board of Directors shall keep regular minutes of their proceedings and shall report the same to the Board as required.

Section 5. Compensation. Directors and officers, as such, shall receive no compensation for their services.

Section 6. Meetings.

(a) The first meeting of each Board newly elected by the Members shall be held immediately upon adjournment of the meeting at which they were elected provided a quorum shall then be present, or as soon thereafter as may be practicable.

(b) Regularly scheduled meetings of the Board may be held without special Notice.

(c) Special meetings of the Board may be called by the President on two (2) days' notice to each Director either personally, by email or by telephone. Special meetings shall be called by the President or Secretary in a like manner and on like notice on the written request of at least two (2) directors.

(d) At all meetings of the Board, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and an act of a two-thirds majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Declaration or by these By-Laws. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting until a quorum shall be present.

(e) At or prior to any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 7. Annual Statements. The Board of Directors shall furnish to all members and shall present annually at the annual meeting and when called for by a vote of the members at any special meeting a full and clear statement of the business conditions and affairs of the Association including a balance sheet and profit and loss statement.

ARTICLE VII

OFFICERS

Section 1. Elective Officers. Officers of the Association shall be chosen by the Board of Directors and shall be a President, a Secretary and a Treasurer. The Board of Directors may also choose one or more Assistant Secretaries and Assistant Treasurers and such other officers as in their judgment may be necessary. No person shall hold more than one office at any one time.

Section 2. Election. The Board of Directors, at its first meeting after each annual meeting of Association Members, shall elect a President, a Secretary and a Treasurer, all of which must be members of the Board.

Section 3. Appointive Officers. The Board may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 4. Term. The Officers shall hold office for the term to which they are elected and appointed and until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board of Directors may be removed with or without cause, at any time, by the affirmative vote of a majority of the whole Board of Directors. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

Section 5. The President. The President shall be the chief executive officer of the Association; he shall preside at all meetings of the Association Members and the Board of Directors, shall be an ex-officio member of all standing committees, shall have general and active management of the business of the Association, shall see that all orders and Resolutions of the Board are carried into effect and shall have such other powers and duties as are usually vested in the Office of President of a corporation organized under the Not-for-Profit Corporation Law of the State of New York.

Section 6. The Secretary. The Secretary and/or Assistant Secretary shall attend all sessions of the Board and all meetings of Association Members and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause

to be given, notice of all meetings of Association Members and special meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or by the President, under whose supervision he shall be.

Section 7. The Treasurer. The Treasurer shall have the custody of the Association funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association including the vouchers for such disbursements, and shall deposit all monies, and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors.

He shall disburse the funds of the association as he may be ordered by the Board, making proper vouchers for such disbursements and shall render to the President and Directors, at the regular meeting of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Association.

He shall keep detailed financial records and books of account of the Association, including a separate account for each Member, which, among other things, shall contain the amount of each assessment, the date when due, the amount paid thereon and the balance remaining unpaid.

Section 8. Agreements, etc. All Agreements and other instruments shall be executed by the President or such other person as may be designated by the Board of Directors.

Section 9. Checks. All checks or demands for money and notes of the Association shall be signed by the President or Treasurer, or by such other officer or officers or such other person or persons as the Board of Directors may from time to time designate.

ARTICLE VIII

NOTICES

Section 1. Definition. Whenever under the provisions of the Declaration or of these By-Laws notice is required to be given to the Board of Directors or to any Director or Association Member, it shall not be construed to mean personal notice; but such notice may be given in writing, by mail, by depositing the same in a post office or letter box in a postpaid sealed wrapper, or by electronic mail, "e-mail," addressed to the Board of Directors, such Director or Member at such address as appears on the books of the Association.

Section 2. Service of Notice - Waiver. Whenever any notice is required to be given under the provisions of the Declaration, or of these By-Laws, 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.

ARTICLE IX

ASSESSMENT AND FINANCES

Section 1. As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the maximum legal rate of interest, as the same may vary during the continuance of such delinquency and the Association may bring an action at law against the Member personally obligated to pay the same or foreclose the lien against the property and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. Reasonable fines shall be levied by the Association on assessments which remain unpaid for one year past their due date. These fines shall be added to the balance owed by the Member and shall be subject to interest thereon during the period of their delinquency at the maximum legal rate of interest, as the same may vary during the continuance of such delinquency. No member may waive or otherwise escape liability for the assessments and fines provided for herein.

Section 2. Suspension of Membership. The rights of Membership are subject to the payment of periodic assessments levied by the Board of Directors, the obligation of which assessments is imposed against each Member and becomes a lien upon the property of any Owner against which such assessments are made as provided for by the Declaration. During any period in which a Member shall be in default in the payment of any assessment levied by the Association, the voting rights, if any, of such Member may be suspended by the Board of Directors until such assessment has been paid.

ARTICLE X

GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Association shall be fixed by Resolution of the Board of Directors.

Section 2. Examination of Books and Records. Each Member, or their respective representatives, shall be entitled to a reasonable examination of the books

and records of the Association at any time upon reasonable notice to its Board of Directors. The Declaration, Certificate of Incorporation and the By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association.

Section 3. Construction. Whenever the masculine singular form of the pronoun is used in these By-Laws, it shall be construed to mean the masculine, feminine or neuter, singular or plural; whenever the context so requires.

Section 4. Conflicts between Governing Documents. In cases of any conflict between the Certificate of Incorporation and these By-Laws, the Certificate shall control, and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

Section 5. Severability. Should any of the covenants, terms or provisions herein imposed be void or be or become unenforceable at law or in equity, the remaining provisions of these By-Laws shall, nevertheless, be and remain in full force and effect.

ARTICLE XI

AMENDMENTS

These By-Laws may be altered, amended, or added to at any meeting of the Association's Members by a vote of three-fourths (3/4) of a quorum of Members present in person or by proxy.

Revised September, 2009
Revised July 13, 2013