

**BYLAWS OF
HILLSBORO COVE HOMEOWNERS ASSOCIATION, INC.
[Revised, November 11, 2025
Recorded with Monroe County Clerk, February 3, 2026]**

**ARTICLE I
NAME AND LOCATION**

Section 1.01. NAME AND LOCATION: The name of the corporation is the Hillsboro Cove Homeowners Association, Inc., hereinafter referred to as the "Association." The principal office of the corporation shall be located in the County of Monroe and State of New York.

**ARTICLE II
DEFINITIONS**

As used in these Bylaws, the following terms shall be defined as:

Section 2.01. Member: The Owner of a Unit. Regardless of the number of Owners, each Unit shall be entitled to cast one vote in all matters requiring voting of Members.

Section 2.02. Declaration: The document entitled "Declaration of Protective Covenants, Conditions, Restrictions, Easements, Charges, and Liens Hillsboro Cove Townhouses" originally imposed on the "Property," as defined below, as it may from time to time be supplemented or amended in the manner provided for in said Declaration.

Section 2.03. Owner: The holder of record title, whether one or more persons or entities, of the fee interest in any Unit, whether or not such holder actually resides in such Unit.

Section 2.04. Property: All lands which are subject to the Declaration and improvements thereon.

Section 2.05. Unit: Any dwelling unit situated on the Property which has been occupied as a residence.

**ARTICLE III
MEMBERS**

Section 3.01. Membership in the Association: The Association shall have as Members only Owners. All Owners shall, upon becoming such, be deemed automatically to have become Members, and each Unit shall be entitled to cast one vote in all matters requiring voting of Members. There shall be no other qualification for membership.

Section 3.02. Voting Rights: Except as may otherwise be required by statute or as may be otherwise set forth in the Declaration or in these Bylaws, Members entitled to vote shall have the right to vote for and elect members of the Board of Directors and to vote in those decisions requiring the consent of Members as set forth in the Declaration, these Bylaws or by determination of the Board of Directors.

Any Member who is in violation of the Declaration, as determined by the Board of Directors of the Association, shall not be entitled to vote during any period in which such violation remains ongoing. A violation shall include a Member's non-payment of assessments.

Section 3.03. Voting Regulations: The Board of Directors of the Association may make such regulations, consistent with the terms of the Declaration, the Certificate of Incorporation, these Bylaws, and the Not-for-Profit Corporation Law of the State of New York, as it deems advisable for any meeting of the Members, in regard to proof of membership in the Association, evidence of right to vote, the appointment and duties of inspectors of votes, registration of Members for voting purposes, the establishment of representative voting procedures, and such other matters concerning the conduct of meetings and voting.

Section 3.04. Voting: Voting for Directors of the Association shall be done by written ballot, which ballots shall be returned no later than the beginning of the Annual Meeting at which the election is scheduled. On any other matter submitted to the Members for vote, voting normally shall be done by written ballot, which ballots shall be returned no later than a date set by the Board. If, in the Board's discretion, a matter shall be discussed and voted on at a meeting of the Association, the Board shall provide a process for absentee or proxy voting. Notwithstanding the foregoing, the Board of Directors may establish rules and procedures for electronic voting to be held in conjunction with paper ballots.

ARTICLE IV MEETINGS OF MEMBERS

Section 4.01. Annual Meeting: There shall be an Annual Meeting of the Members within six (6) months of the end of the previous fiscal year on a day and at a time and place reasonably convenient to the Members as shall be designated by the Board of Directors, which meeting shall be for the purpose of electing Directors, for reporting on the Association's finances, and for the transaction of such other business as may come before the meeting. Failure to hold an Annual Meeting at the designated time shall not, however, invalidate the corporate existence or affect otherwise valid corporate acts. The Board of Directors may establish rules and procedures for virtual or electronic attendance.

Section 4.02. Special Meetings: Special Meetings of the Members may be called at any time by the President or by the Board of Directors, or at the request in writing of members of the Association holding not less than one third (1/3) of the votes entitled to be cast at the meeting.

Section 4.03. Notice of Meetings: Not less than ten (10) days or more than thirty (30) days before the date of any Annual or Special Meeting of Members, the Association shall give to each

Member entitled to vote at such meeting, written or printed notice stating the time and place of the meeting, and, in the case of a Special Meeting, indicating that it is being issued by or at the direction of the person or persons calling the meeting and the purpose or purposes for which the meeting is called. Such notice shall be delivered either by mail or by presenting it to the Member personally, or by leaving it at such Member's residence as shown on the records of the Association. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, addressed to the Member at his or her post office address as it appears on the records of the Association. Notwithstanding the foregoing provision, a waiver of notice in writing, signed by the person or persons entitled to such notice, whether before or after such meeting is held, or actual attendance at the meeting in person, shall be deemed equivalent to the giving of such notice to such persons. Any meeting of Members (Annual or Special) may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement at the meeting at which the adjournment is taken.

Section 4.04. Quorum: Except as may otherwise be provided in these Bylaws, the presence in person or by proxy of Members having one-third (1/3) of the total authorized votes of all Members shall constitute a quorum and shall be required to conduct business at any meeting of Members. If the only matter on the agenda requiring a vote is the election of Directors, all Members who cast ballots (including those returned prior to the Meeting) shall be considered to have attended the Meeting for purposes of establishing the presence of a quorum, whether or not they are physically present at the meeting. If any meeting of Members cannot be held because a quorum is not present, a majority of the Members who are present at such meeting, either in person or by proxy, may, without notice other than announcement to those physically present, adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called, and from time to time thereafter, until a quorum shall be present in person or by proxy. The quorum required in each reconvened meeting shall be one-half of the quorum required for the previous meeting. When a quorum is present at a meeting, the affirmative vote of a majority of the Members present and entitled to vote shall be required in order to take any member actions.

Section 4.05. Waiver and Consent: Wherever the vote of the membership is required by law, or by the Certificate of Incorporation of the Association, the Declaration, or these Bylaws, to be taken in connection with any action of the Association, the meeting and vote of the membership may be dispensed with if the required majority of Members who would have been entitled to vote upon the action if such meeting were held, shall consent in writing to such action being taken.

ARTICLE V BOARD OF DIRECTORS

Section 5.01. Number and Qualification of Directors: The business and affairs of the Association shall be managed by the Board of Directors. The Board of Directors shall consist of five (5) individuals, all of whom shall be Members of the Association, i.e., Members who are current on the payment of their HOA assessments and are not chronically in violation of the

Rules and Regulations, these Bylaws, or the Declaration.

Section 5.02. Nominations: Nominations for election to the Board of Directors shall be made by a Nominating Committee which shall consist of a chairman, who may or may not be a Director, and two (2) or more other Members of the Association, all of whom shall be resident Unit Owners. The members of the Nominating Committee shall be appointed by the Board of Directors at least sixty (60) days prior to each Annual Meeting of the Members and shall serve only to make the nominations for Directors to be elected at that meeting. The Nominating Committee may establish criteria with respect to candidates for vacant Board of Directors seats. One such criterion shall be that a candidate must be a Member in good standing and not chronically late relative to assessments.

The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its sole discretion determine, but not less than the number of vacancies that are to be filled. The ballot shall provide opportunity for write-in votes.

Should there, for any reason, be no nominees, the Board of Directors shall have the power to fill the vacancy following the Annual Meeting.

Section 5.03. Election and Term: Members of the Board of Directors shall be elected to serve three-year terms or appointed to complete unexpired terms. In any annual election, no more than two (2) Members of the Board of Directors shall be elected.

Voting shall be by secret written ballot which shall:

- a. set forth the number of vacancies to be filled;
- b. set forth the names of those nominated by the nominating committee to fill such vacancies; and
- c. contain space for a write-in for each vacancy.

The persons receiving the largest number of votes shall be elected.

Section 5.04. Vacancies: Any vacancy occurring in the Board of Directors may be filled at any meeting of the Board of Directors by the affirmative vote of a majority of the remaining Directors or by a sole remaining Director. Any Director appointed to fill a vacancy shall serve as such until the expiration of the term of the Director whose vacancy such person was appointed to fill.

Section 5.05. Removal: At any regular or special meeting of Members, any one or more of the members of the Board of Directors may be removed with or without cause by the affirmative vote of not less than a majority of the Members and a successor may then and there or thereafter be elected by the Members to fill the vacancy thus created. Any member of the Board of Directors whose removal has been proposed by the Members shall be given an opportunity to be heard at the meeting. In addition, the other Directors may, by the affirmative vote of not less than two-thirds of the other Directors, declare the position of the Director vacant in the event the person filling such position shall be absent from three (3) consecutive meetings.

Section 5.06. Compensation: Directors shall not receive any compensation or salary for their

services as Directors. Any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties. A Director who serves the Association in any other capacity, however, may receive compensation therefor.

Section 5.07. Regular Meetings: Regular meetings of the Board of Directors shall be held monthly without notice at such places and at such times convenient to the Directors as may be designated from time to time by resolution of the Board of Directors.

Section 5.08. Special Meetings: Special Meetings of the Board of Directors may be called at any time at the request of the President or any two Directors after not less than two (2) days' notice to each Director. The person or persons authorized to call such Special Meeting of the Board may fix any place convenient to the Directors. Any Director may, in writing, signed by such Director, before or after the time of the Special Meeting stated therein, waive notice of any Special Meeting. The attendance of a Director at any Special Meeting shall constitute a waiver of notice of such Special Meeting. Neither the business to be transacted at, nor the purpose of any Special Meeting need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, by the Certificate of Incorporation of the Association or by these Bylaws.

Section 5.09. Quorum and Voting: A majority of the entire Board of Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. Except in cases in which it is provided otherwise by statute, by the Certificate of Incorporation, or by the Bylaws, a vote of a majority of such quorum at a duly constituted meeting shall be sufficient to elect and pass any measure. In the absence of a quorum, the Directors present may adjourn the meeting from time to time by majority vote of those Directors present, and without further notice, until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted at the meeting which might have been transacted as originally called.

Section 5.10. Informal Action by Directors: Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee thereof may be taken without a meeting by e-mail or other remote communication. Any such action shall be noted in the minutes of the following regular meeting, and approval of those minutes shall constitute consent of the Board members.

Section 5.11. Powers and Duties: The Board of Directors may exercise all the powers of the Association, except such as are conferred upon or reserved to the Members by statute or by the Certificate of Incorporation or the Bylaws. The powers, duties, and authority of the Board of Directors shall specifically include, but shall not be limited to the following:

- A. Exercise for the Association all powers, duties, and authority vested in or delegated to the Association and not reserved to the Members by other provisions of these Bylaws, the Certificate of Incorporation, or the Declaration.
- B. Determine, levy, and collect the Maintenance Assessments, Special assessments, and other charges as provided for in the Declaration.

- C. Collect, use, and expend the assessments and charges collected for the maintenance, care and preservation and operation of the property of the Association, and the maintenance, care and preservation of the Units and other improvements to the Property.
- D. Establish reserves for the maintenance, repair, and replacement of Association Property and the maintenance, repair, and replacement of the Unit exteriors. Such reserves shall be adequate to fund the projected costs of such maintenance, repair, and replacement and shall be sufficient to meet the reasonable requirements of existing or proposed lenders, holders, and insurers of first mortgages on the Units.
- E. Enter into agreement with a property management company or agent for the management of the affairs and operations of the Association, provided that any such agreements have a term of three (3) years or less and shall afford the Association the right to terminate, without cause, without penalty, and on notice of not less than 90 days.
- F. To the extent it deems the same necessary and reasonable, procure and maintain adequate liability insurance covering the Association, its directors, officers, agents, and employees and procure and maintain adequate hazard insurance on such of the Association's real and personal property and the Units as it deems appropriate.
- G. Subject to the provisions of the Declaration, repair, restore, or alter the properties of the Association after damage or destruction by fire or other casualty or as a result of condemnation or eminent domain proceedings.
- H. Adopt and publish rules and regulations governing the use of the property, and the personal conduct of the Members, occupants, and guests thereon, and establish fines and other penalties for infractions thereof.
- I. Collect delinquent assessments by suit or otherwise, abate nuisances, and enjoin or seek damages from or impose penalties on Members for violations of the provisions of the Declaration or of any rules or regulations of the Association.
- J. Pay all taxes by the Association.
- K. Suspend the voting rights of any Member not in good standing after notice and hearing for a period not to exceed thirty (30) days for infractions of published rules or regulations.
- L. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive meetings of the Board of Directors.
- M. Keep a complete record of the actions of the Board of Directors and the corporate affairs of the Association and present a statement thereof to the Members at the annual meeting of Members, or at any special meeting of Members when such a statement is requested in writing by not less than one-fourth (1/4) of the Members entitled to vote.

ARTICLE VI OFFICERS

Section 6.01. Officers: The officers of the Association shall be the President and Vice President (both of whom shall be Members of the Board of Directors), the Secretary, and the Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may appoint such other officers as it shall deem desirable, such officers to have the authority and to perform the duties prescribed from time to time by the Board of Directors. The President and Vice President, but no other officer, must be a member of the Board of Directors.

Section 6.02. Election and Appointment of Officers: The elective officers of the Association shall be elected annually by the Board of Directors at the organizational meeting of each new Board of Directors and shall hold office at the pleasure of the Board of Directors. Appointive officers shall be appointed at such time and shall hold their office for such terms as the Board of Directors shall determine from time to time.

Section 6.03. Term and Vacancies: Each elective officer shall hold office until his or her successor shall have been duly elected unless he or she shall sooner resign, or shall be removed, or otherwise be disqualified to serve. The vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 6.04. Removal of Officers: Upon the affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and a successor to such office may be elected at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purpose.

Section 6.05. President: The President shall be the chief executive officer, shall supervise the work of the other officers, shall preside at all meetings of Members, shall preside at all meetings of Directors, and shall perform such other duties and functions as may be assigned to him or her by the Board. He or she may sign, in the name of the Association, any and all contracts or other instruments authorized by the Board or these Bylaws.

Section 6.06. Vice President: The Vice President shall be capable of performing all of the duties of the President. He or she may sign, in the name of the Association, any and all contracts or other instruments authorized by the Board and shall perform such other duties and functions as may be assigned to him or her by the President or the Board.

Section 6.07. Secretary: The Secretary shall cause notices of all meetings to be served as prescribed in these Bylaws, shall record the votes and keep the minutes of all meetings, shall have charge of the seal, if any, and corporate records of the Association, shall keep records of the Members of the Association and the mortgages of dwelling units on the Property, and shall perform such other duties as are assigned to him or her by the President or the Board. Any Assistant Secretary shall be capable of performing all of the duties of the Secretary.

Section 6.08. Treasurer: The Treasurer shall have the oversight of all monies and securities of the Association and shall keep or cause to be kept regular books and records. At the Board's discretion, routine bookkeeping functions may be delegated to a management agent as provided in Section 5.11.E. He or she shall account to the President and the Board, whenever they may require it, with respect to all of his or her transactions as Treasurer and of the financial condition of the Association and shall perform all other duties that are assigned to him or her by the President of the Board.

Section 6.09. Other Officers: Such other officers as the Board may appoint shall perform such duties and have such authority as the Board may determine.

ARTICLE VII COMMITTEES

Section 7.01. Committees of Directors: The Board of Directors by resolution adopted by a majority of the Directors in office may designate one or more committees, each of which shall consist of two (2) or more Directors.

Section 7.02. Committees of Members: The committees of the Association shall be the Architectural Committee, the Nominating Committee and such other committees as the Board of Directors shall deem desirable. Each committee shall consist of a chairman and two (2) or more members and shall include a member of the Board of Directors, except that the Nominating Committee need not include a member of the Board of Directors. The Architectural Committee shall have the duties and functions described for such committee in the Declaration. In the absence of an Architectural Committee, the Board shall assume the duties and functions described

Section 7.03. Rules: Each committee may adopt rules for its own government not inconsistent with the terms of the resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors.

ARTICLE VIII FINANCE

Section 8.01. Association Finances: The finances of the Association shall be overseen by the Treasurer. Responsibility for checks, drafts, and orders for the payment of money shall be assigned to the management agent (see Section 5.11E), with regular review by the board.

Section 8.02. Fiscal Year: The fiscal year of the Association shall be the calendar year, January 1 through December 31.

Section 8.03. Annual Reports: There shall be a full and correct statement (review) of the financial affairs of the Association including a balance sheet and a financial statement of

operation for the preceding fiscal year, and there shall be an annual audit of the Association's financial records by a professional auditing firm.

Section 8.04. Record Keeping: The Board of Directors or the managing agent retained by the Board of Directors shall keep detailed records of the actions of the Board of Directors and the managing agent, minutes of the meetings of the Board of Directors, minutes of the meetings of Members, and financial records and books of account of the Association, including chronological listing of receipts and expenditures, as well as a separate account for each Unit which, among other things, shall contain the amount of each maintenance assessment, special assessments, and other charges, if any, against such Unit, the dates when installments of assessments are due, the amounts paid thereon, and the balance remaining unpaid.

Section 8.05. Separate Accounting for Reserve Fund: Any funds of the Association collected or designated as reserves for the replacement of capital items and for major maintenance and repair shall be accounted for separately from all other funds of the Association. This requirement shall not be construed as requiring the segregation of Funds into separate bank accounts.

ARTICLE IX BOOKS, RECORDS, AND LEGAL DOCUMENTS

Section 9.01. Books, Records, and Legal Documents: At its discretion, the Board of Directors shall make available for inspection upon reasonable notice and during normal business hours, to existing and prospective Owners, tenants, title insurers, mortgagees, mortgage insurers, and mortgage guarantors, current copies of the Declaration, Bylaws, Certificate of Incorporation, rules and regulations, budget, schedule of assessments, balance sheet, and any other books, financial records, and financial statements of the Association, with any personal information about homeowners redacted. The Board of Directors may furnish copies of such documents to such parties and may charge a reasonable fee to cover the cost of furnishing such copies.

ARTICLE X CORPORATE SEAL OPTIONAL

Section 10.01. Corporate Seal Optional: If decided by the Board of Directors, the Association shall have a seal in circular form having within the circumference thereof the full name of the Association.

ARTICLE XI AMENDMENTS

Section 11.01. Alteration, Repeal, or Amendment by Members: These Bylaws may be modified, altered, repealed, amended, or added to at any regular or special meeting of the Members. A full statement of the proposed changes shall be sent to all Members not less than ten (10) nor more than forty (40) days prior to the date set for the meeting or the canvass of the vote. Such amendments shall be approved by a majority of the quorum of Members then entitled to

vote and present at the meeting in person or by proxy. Any amendments are unenforceable unless recorded and filed with the Monroe County Clerk's Office.

Section 11.02. Alteration, Repeal, or Amendment by Board of Directors: These Bylaws may be modified, altered, repealed, amended, or added to at any regular or special meeting of the Board of Directors, provided that: (1) Members of the Association shall be notified in writing of any proposed change no less than 30 days prior to the scheduled vote by the Board of Directors; and (2) prior to the vote thereon, the Board has not received written notification of opposition to the change from 51% or more of the members of the Association. Any amendments are unenforceable unless recorded and filed with the Monroe County Clerk's Office.

ARTICLE XII MISCELLANEOUS

Section 12.01. Notices: All notices to Owners or Members required by these Bylaws shall be in writing and served via the United States Postal Service to the address of such Owner or Member at such address as appears on the books of the Association. All notices shall be deemed to have been given when mailed.

Section: 12.02. Conflict with Certificate of Incorporation or with Declaration: In the case of any conflict between the Certificate of Incorporation and these Bylaws, the Certificate of Incorporation shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

Section 12.03. No Waiver for Failure to Enforce: No restriction, condition, obligation, or provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches thereof which may occur.

Section 12.04. Gender: The use of the masculine gender in these Bylaws shall be deemed to refer inclusively to all persons, regardless of gender.

Section 12.05. Captions: The captions herein are inserted only as a matter of convenience and for reference, and in no way define, limit, or describe the scope of these Bylaws, or the intent of any provision thereof.

Section 12.06. Severability: Should any part of these Bylaws be deemed void or become unenforceable at law or in equity, the validity, enforceability, or effect of the balance of these Bylaws shall not be impaired or affected in any manner.

[**NOTE:** In accordance with Section 11.02 of the original Bylaws, the above revision was circulated to the Members of the Hillsboro Cove Homeowners Association, and the Board did not receive notice of opposition by 51% or more of the members. Having fulfilled that requirement, this revised set of Bylaws was approved by the Hillsboro Cove Homeowners Association Board of Directors at a duly called meeting of the board on **November 11, 2025.**]