

**Our First Transcription of the Bylaws
of the Huntington Hills Swim and Racquet Club, Inc.**

Article I – Definitions

Section 1

“Association” shall mean and refer to the Huntington Hills Swim and Racquet Club, Inc., a membership corporation organized and existing under the laws of the State of New York.

Section 2

“The Properties” shall mean and refer to those lands described in Exhibit A attached to and forming part of a certain Declaration of Covenants, Restrictions, Easements, Charges and Liens, made by Levitt and Sons, Incorporated on November 1, 1968 and recorded or to be recorded in the Office of the Clerk of Suffolk County, New York.

Section 3

“Common Areas” shall mean and refer to those areas of land described in Exhibit F, attached to and forming part of the aforesaid Declaration.

Article II – Location

Section 1

The principal office of the Association shall be c/o Levitt and Sons, Incorporated, 350 Jericho Turnpike, New York.

Article III – Membership

Section 1

Membership in the Association shall be governed by Article III, Section 1 of the aforesaid Declaration.

Section 2

The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessments is imposed against each owner of land and becomes a lien upon the property against which such assessments are made as provided by Article V of the aforesaid Declaration.

Section 3

The membership rights of any person whose interest in The Properties is subject to assessments hereunder may be suspended by action of the Trustees during the period when the assessments remain unpaid; but, upon payment of such assessments, his rights and privileges shall be automatically restored. If the Trustees have adopted and published rules and regulations governing the use of the common property and facilities, and the personal conduct of any person, as provided by Article IX, Section I hereof, they may, in their discretion, suspend the rights of any such person for violation of such rules and regulations for a period not to exceed thirty (30) days.

Article IV – Voting Rights

Section 1

Voting rights shall be provided in Article III, Section 2 of the aforesaid Declaration.

Article V – Property Rights of Enjoyment of Common Area

Section 1

Each member shall be entitled to the use and enjoyment of the Common Area and facilities as provided by Article IV of the Declaration applicable to The Properties.

Section 2

Any member may delegate his rights of enjoyment in the Common Area to the members of his family who reside in his household upon the Properties or to any tenants who reside upon the Properties under a leasehold interest for a term of one (1) year or more. Such member shall notify the Secretary in writing of the name of any such person and of the relationship of the member to such person. The rights and privileges of such person are subject to suspension under Article III, Section 3 hereof to the same extent as those of the member.

Article VI – Association Purposes and Powers

Section 1

The Association has been organized for the purpose set forth in Article II of its Certificate of Incorporation.

Section 2

The corporation may be dissolved only in accordance with Article VI of the Certificate of Incorporation.

Section 3

The corporation shall have the power to mortgage its properties only as and to the extent authorized under the aforesaid Declaration.

Section 4

The corporation shall have the power to dispose of its real properties only as authorized under the aforesaid Declaration.

Article VII – Board of Trustees

Section 1

The business and conduct of the corporation shall be regulated by a Board of Trustees comprised of seven (7) individuals who need not be members of the corporation. However, the initial Board of Trustees shall consist of three (3) trustees who shall hold office until the election of their successors.

Section 2

Vacancies in the Board of Trustees shall be filled by the majority of remaining trustees, any such appointed trustee to hold office until his successor is elected by the Members at the next annual meeting of Members or at any special meeting duly called for that purpose.

Article VIII – Election of Trustees: Nominations

Section 1

Election of the Board of Trustees shall be by written ballot as hereinafter provided. At such election, the members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the aforesaid Declaration applicable to The Properties. The names receiving the largest number of votes shall be elected.

Section 2

Every nomination for election to the Board of Trustees must be made in writing, signed by at least five (5) members and accepted by the Secretary of the Corporation at least ten (10) days prior to the meeting at which the election is to be held. The Secretary shall prepare and make available for inspection, at least five (5) days before the meeting, a list of nominees. No nominations may be made from the floor.

Section 3

Each member entitled to vote shall receive as many ballots as he has votes. Notwithstanding the fact that a member may be entitled to several votes, he shall exercise on any one ballot only one vote for each vacancy shown thereon

Article IX – Powers and Duties of the Board of Trustees

Section 1

The Board of Trustees shall have power:

- (a) To appoint and remove all officers, agents and employees of the Association, prescribe their duties, fix their compensation and require of them such security or fidelity bond as it may deem expedient. Notion contained in these Bylaws shall be construed to prohibit the employment of any Member, Officer or Trustee of the Association in any capacity whatsoever.
- (b) To establish, levy and assess, and collect the assessments or charges referred to in Article III, Section 2 hereof.
- (c) To adopt and publish rules and regulations governing the use of the Common Areas and facilities and the personal const of the members and their guests thereon.
- (d) To exercise for the Association all powers, duties and authority vested in or delegated to this Association, except those reserved to the members by the Declaration.

Section 2

It shall be the duty of the Board of Trustees:

- (a) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting when such is required in writing by one-third (1/3) of the voting membership, as provided by Article XIII, Section 2 hereof.

- (b) To supervise all officers, agents and employees of this Association and to see that their duties are properly performed.
- (c) As more fully provided in Article V of the aforesaid Declaration applicable to The Properties.
 - (1) To fix the amount of the assessment against each Lot for each assessment period.
 - (2) To prepare a roster of the properties and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member.
 - (3) To send written notice of each assessment to every owner subject thereto.
- (d) To issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment had paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.

Article X – Trustees’ Meetings

Section 1.

The Board of Trustees shall meet at such time as it may deem necessary. Meetings shall be held when called by an officer of the Association or by any three (3) trustees after not less than three (3) days’ notice to each trustee.

Section 2.

The transaction of any business at any meeting of the Board of Trustees, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present and, if either before or after the meeting, each of the trustees not present signs a written waiver of notice, or a consent to the hold of such a meeting, or an approval of the minutes thereof. All such waivers consents or approvals shall be filed with the corporate records and made part of the minutes of the meeting.

Section 3.

The majority of the Board of Trustees shall constitute a quorum thereof.

Article XI – Officers

Section 1.

The officers shall be: President, Vice President Secretary and Treasurer, and also, if and when they may be appointed by the Board of Trustees: additional Vice Presidents Assistant Secretary and Assistant Treasurer.

Section 2.

The officers shall be appointed by majority vote of the trustees. Any of the officers may also be members of the Board of Trustees.

Section 3.

Each officer shall hold office for a period of one (1) year except that any officer appointed to fill a vacancy occurring during the pendency of a term shall hold office only for the unexpired portion of such term. Any officer may be removed by the Board of Trustees for cause.

Section 4.

The president shall preside at all meeting of the Board of Trustees and shall see that order and resolutions of the Board are carried out.

Section 5.

The Vice President shall perform the duties of the President in his absence.

Section 6.

The Secretary shall be ex officio the Secretary of the Board of Trustees, shall record the votes and keep the minutes of all the proceedings in a book to be kept for that purpose. He shall sign all the certificates of membership. He shall keep the records of the Association. He shall keep a record of the names of all the members of the Association together with their addresses as registered by such members.

Section 7.

The Treasurer shall receive and deposit appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Trustees.

Section 8.

The Treasurer shall keep proper books of account and cause an annual audit of the Association 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 regular annual meeting.

Article XII – Committees**Section 1.**

The Board of Trustees may, from time to time, appoint such committees as it deems desirable, to advise the Board and to perform other functions as the Board, in its discretion, determines.

Article XIII – Meeting of Members**Section 1.**

The annual meeting of the members shall be held at least once every calendar year, at the time and place designated by the Board of Trustees.

Section 2.

Special meetings of the members for any purpose may be called at any time by the President, by any three (3) or more Trustees, or upon written request of the members who have a right to vote at least one-third (1/3) of all the votes of the entire membership or who have a right to vote one-third (1/3) of the votes of the Class A membership.

Section 3.

Written notice of any meetings shall be given by the Secretary to all persons who have become members of the corporation (as defined in the Declaration) at least five (5) days prior to the date which such notice is given, and whose membership is then in effect. Notice may be given to the member either personally, or by sending a copy of the notice through mail, postage thereon fully prepaid, to is address appearing on the records of the corporation. Notice of any meeting shall be given or sent at least seven

(7) but not more than fifteen (15) days in advance of the meeting and shall set forth in general the nature of the business to be transacted, provided, however, that if the business of any meeting shall involve an election governed by article VIII, the notice specified herein shall be given or sent at least twenty (20) but not more than thirty (30) days in advance of the meeting and further provided that if the business of any meeting shall involve any action governed by the Certificate of Incorporation or by the Declaration applicable to The Properties, notice of such meeting shall be given or sent as therein provided and according to law.

Section 4.

The presence at the meeting of members entitled to cast, or of proxies entitled to cast one-tenth (1/10) of the votes (but in no event less than nine (9) votes) of each class of membership shall constitute a quorum for any section governed by these Bylaws. Any action governed by the Certificate of Incorporation or by the Declaration applicable to the Properties shall require a quorum as therein provided.

Article XIV – Proxies

Section 1.

At all corporate meetings of members, each member may vote in person or by proxy.

Section 2.

All proxies shall be in writing and must be filed with the Secretary. No proxy shall extend beyond the date of the meeting for which it is given unless such meeting is adjourned to a subsequent date, but any proxy shall automatically cease upon sale of the member of his home or other interest in The Properties.

Article XV – Amendments

Section 1.

These Bylaws may be amended by the Board of Trustees, provided that those provisions of these Bylaws which are governed by the Certificate of Incorporation of this Association may not be amended except as provided by the Certificate of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in fact governed by the Declaration applicable to The Properties may not be amended except as provided in each Declaration.

Article XVI – Construction

Section 1.

In the case of any conflict between the Certificate of Incorporation and these Bylaws, the Certificate shall control; and in the case of any conflict between the Declaration applicable to the Properties referred to in Section 1 and these Bylaws, the said Declaration shall control.

Section 2.

Roberts Rules of Order, Revised, shall govern all deliberations of the organization and its Board of Trustees, except as otherwise provided in these Bylaws, in the Certificate of Incorporation or in the Declaration.