

**TACONIC LAKE ASSOCIATION
CERTIFICATE OF INCORPORATION
CONSTITUTION
AND
BY-LAWS
(As of July 15, 2024)**

THE TACONIC LAKE ASSOCIATION CONSTITUTION

[Article I. Management](#)

[Article II. Meeting of Members](#)

[Article III. Election of Governors](#)

[Article IV. Membership](#)

[Article V. Objects, Purposes, Uses, Control and Transfer of Real Property](#)

[Article VI. Fees and Dues](#)

[Article VII. Reservations of Land](#)

[Article VIII. Seal of the Corporation](#)

[Article IX. Amendments](#)

THE TACONIC LAKE ASSOCIATION BY-LAWS

[Article I. Meetings](#)

[Article II. Order of Business](#)

[Article III. Duties of Governors and Officers](#)

[Article IV. Limitation of Membership](#)

[Article V. Rights of Association Against Members](#)

THE TACONIC LAKE ASSOCIATION CONSTITUTION

Article I **Management**

1. The property and affairs of the Association shall be managed by seven (7) Trustees, to be known as Governors, and to be elected from its members and by its members.
2. The Trustees shall, at their first meeting after such Annual Election of the Association, elect from their own number a President and a Vice-President, and shall also elect a Treasurer and a Secretary, who may be members of the Association at large, and said officers shall constitute the officers of the Association and they shall hold office for one year, and until their successors are elected and have qualified.
3. The President shall preside at all meetings of the Association and of the Governors. The President shall, with the Secretary, sign all written contracts and obligations of the association, except bank checks, and shall exercise the usual functions pertaining to this office.
4. The Vice-President shall have the power and perform the duties of the President in the President's absence or incapacity to act.
5. The Secretary shall keep the Minutes and records and conduct the correspondence of the Association and of the Governors. The Secretary shall, with the President, sign all written contracts and obligations of the Association, except bank checks; have the custody of the seal of the Association, and perform the usual duties pertaining to his office.
6. The Treasurer shall collect and receive all monies due and belonging to the Association, and shall have the custody of all funds, securities and title deeds thereof. The Treasurer shall pay all bills on certificate of their correctness by two members of the Board of Governors. The Treasurer shall keep regular and correct accounts and shall submit reports to the Governors when and as requested by any member of the Board. The Treasurer shall submit at each Annual Meeting a report showing the financial condition of the Association.
7. The Governors may appoint a committee of three (3) from their own number to be known as the Executive Committee, whose duty it shall be subject to the direction and control of the Governors, to direct and manage the affairs of the Association; to receive and act upon the complaints and suggestions of members, and to enforce the rules for the use of the Association grounds and property by the members and for their conduct thereon, in conformity with the Constitution, By-Laws, Rules and Regulations adopted by the members.
8. The Governors may also appoint such other officers or committees as they shall deem necessary. The powers and duties of the Committees and of the Officers shall be defined by the Boards of Governors, except as they are herein stated.
9. Each officer and any member of any Committee shall be at any time removable by the Board of Governors, which shall have the power to fill vacancies. A refusal of a member to accept an election as a Governor shall constitute a vacancy in the Board.

Article II

Meetings of Members

1. There shall be an Annual Meeting of the Association on the second Saturday in July in each year at 10 A.M. at a place designated by the Board of Governors upon the grounds of the Association. If no quorum be present on said date, the presiding officer shall, and on motion adopted by a majority of those present must, adjourn the meeting to the following Saturday at the same hour.
2. Upon the written request of ten (10) members, the Governors shall call a Special Meeting to consider a specified subject, to be stated in the call. Such special Meetings between the first of July and the first of September in any year shall be held on the property of the Association, at such places as shall be designated by the Board of Governors. During any other period of the year the Governors may designate such other suitable place for the holding of such special Meeting as in their judgment shall seem for the best interests of the members of this Association.
3. Twenty (20) members shall constitute a quorum at any meeting of the Association.
4. At least ten (10) days' notice shall be given by e-mail by the Secretary of all Annual and Special Meetings of the Association, and at least three (3) days' notice shall be given of an adjourned Annual Meeting, as provided in Section 1 of this Article. Members may request to receive notices by mail by notifying the Secretary.
5. At all meetings of the members, each member shall be entitled to one vote. A member unable to be present at a meeting may issue a proxy in writing, or by e-mail or fax with a signature, to another member, or to a husband, wife, son or daughter, sister or brother of his or her own family, who being present shall have the right to cast one vote under and in accordance with said proxy. A proxy by e-mail or fax must be sent within 72 hours of the meeting. All proxies must be filed with the Secretary before being voted under, and must be recorded by the Secretary in the minutes of the meeting. The written consent of a member to any resolution proposed at a meeting of the members shall be equivalent to an affirmative vote by such member in favor of such resolution.

Article III

Election of Governors

1. Governors shall serve and hold office for a period of three years or until their successors are elected. Each year at least two successor governors shall be elected. The 1983 succession shall be maintained.
2. The President shall appoint a nominating Committee which shall post the names of its nominees ten (10) days before the Annual Meeting. Nominations may also be made pursuant to Section 6 of this article.
3. The election of Governors shall be by ballot on the day upon which said Annual Meeting is held.
4. The candidates (the proper number required) receiving the largest number of votes shall be chosen at such election.
5. A vacancy existing among the Governors for any cause other than the expiration of a term may be filled by the Governors for the remainder of the term of the Governor whose resignation or retirement has caused such a vacancy.
6. No person shall be eligible to election as Governor unless he/she is a member of the Association in good standing. Governors whose terms of office are expiring at any Annual Meeting date shall, unless withdrawing, be regarded as automatically nominated for reelection. Other nominations may, if desired, be made by any five members by posting the names of candidates in a conspicuous place at Association building, at least five day before election. In the event of there being no candidates, nominations may be made from the floor.
7. No Governor or Governors may continue to hold office if at any Annual or special Meeting, they fail to receive a majority vote after a vote of confidence is called for. Such call for vote and voting at meeting shall be under the same procedure as apply to election of Governors.
8. At all elections of Governors, the Secretary or such other officers or appointees as the Board may name, shall act as ballot clerk, or clerks, and as each ballot is cast, shall record the name of the member casting the same in his/her own right, and when such ballot is cast by proxy shall also record the name of the member issuing as well as the name of the member acting thereunder. To entitle a member to have his/her ballot cast by proxy under the election of Governors, such proxy must be filed in writing with the Secretary before the polls are opened, and the correctness and legality thereof certified to the ballot clerk or clerks by the Secretary of the Board of Trustees by written endorsement.

Article IV

Membership

1. Any person twenty-one years of age may become a member of the Association, upon election by the Governors and upon compliance with Section 5 of this Article.
2. Candidates must be proposed and seconded by two members of the Association. The application shall state the name, residence and business of the proposed candidate, and such other information as the By-laws or Rules and Regulations may prescribe. No ballot shall be had on any application for membership until ten (10) days' notice thereof has been given to all the Governors, nor until the candidate shall have been personally interviewed by at least one Governor.
3. Election of candidates shall be by ballot, at duly called meetings of the Board of Governors or by signed approval endorsed upon the application. Any Governor unable to be present at a duly called meeting shall be entitled to cast his/her ballot by e-mail or by endorsement upon the application.
4. To elect any candidate to membership, at least six (6) ballots must be cast, and two adverse ballots shall exclude.
5. On election of a candidate the Secretary shall notify the candidate and his/her proposer of such election, and request payment of his/her initiation fee and first year's dues to the Treasurer. If such request is not complied with within thirty (30) days after such notice, such election may be declared void by the Board of Governors.
6. Any member may be suspended or expelled for cause by a vote of four (4) Governors present at any meeting. A copy of the charges preferred against a member shall be served upon the member, either personally or by e-mail, at least ten (10) days before the meeting of the Governors, at which the same shall be considered, together with a notice of the time and place of such meeting, and the member shall be entitled to be heard at such meeting. Such meeting shall be held on the grounds of the Association, between July 1st and September 1st in each year, during the balance of the year, at such place in the State of New York as the Board of Governors shall designate.
7. (a) Annual dues are required to be paid by or on the first day of July. Members will be given 30 days to pay any fees and obligations of a Member to the Association with the exception of annual dues. Members will be given until the start of the Annual Meeting (second Saturday of July) to pay annual dues. Members failing to pay dues by this time will be considered not in good standing and denied the right to vote until such dues are paid in full. All unpaid dues, fees and obligations of a Member shall accrue at the rate of sixteen percent (16%) per annum or the maximum rate of interest permitted by law, whichever is less, from the due date and shall be the personal obligation of an Owner and shall constitute a lien upon the Member's cottage, dwelling and lot(s) prior to all other liens except: (i) tax or assessment liens by the taxing subdivision of any governmental authority, including but not limited to state, county, town and school district taxing agencies; and (ii) all sums unpaid on any first mortgage of record encumbering any property.

(b) All costs and expenses incurred by the Association in the collection of past due fees and dues, including the Association's reasonable attorneys' fees and other costs of collection irrespective of

whether a legal action for a money judgment against the member or a suit in equity to foreclose the Association's lien is commenced, shall also be the personal obligation of the member and shall be added to the dues and fees owed by the member and to the amount of the Association's lien against the member's cottage, dwelling and lot(s).

(c) Any amounts collected with respect to unpaid dues and fees shall be applied in the following order: attorneys' fees and other costs of collection, interest, and the balance, if any, to the dues and fees in inverse order of their due dates.

(d) A failure on the part of any member to pay an amount due to the Association for one month after notice and demand for payment, which may be given in person or by certified e-mail, shall be cause for suspension or forfeiture of his/her membership by a majority vote of the Governors. The names of any members who are delinquent on August 1st of any year may be distributed to the Association membership via e-mail.

8. The Board shall have the power to reinstate a member suspended or expelled by reason of the provisions of the last preceding section.

9. A member suspended or expelled pursuant to Section 6 of this Article, can only be reinstated at an annual meeting and by an affirmative vote of two-thirds of the members voting upon such application, of which ten (10) days' notice shall be given the Secretary to all members.

Article V

Objects, Purposes, Uses, Control and Transfer of Real Property

1. The objects and purposes of the Association shall be those set forth in paragraph 2 of the Certificate of Incorporation, viz: "The particular business and object of this Association will be the promotion of the social and recreation pleasures of the members of the Association to acquire control of a parcel or parcels of land in the town of Grafton, Berlin, Petersburg and Poestenkill, in the County of Rensselaer, State of New York, for the summer residence of members of the Association and to regulate the occupancy of said land by the members of the Association."

2. In furtherance of the aforesaid objects and purposes, the Association shall cause to be made and filed with its records, a map of all the real estate at any time purchased and owned by it since its incorporation. The said real property shall be subdivided into lots or plots as follows:

(a) Lots fronting upon the Lake shall be as nearly uniform as practicable and known as lake lots. Each of said lots shall be one hundred feet on the lake shore, and two hundred feet deep on either side, and one hundred feet in the rear. Said dimensions may vary to such extent as physical conditions require in laying out the same.

(b) In the rear of and adjoining such lots, a roadway shall be reserved and laid out around the lake, which shall be always reserved for the use of members as a means of ingress and egress to and from the lots laid out as herein provided.

(c) Additional lots or plots shall likewise be laid out facing said roadway, of the same dimensions as the lake lots, which lots shall be known as rear lots. The lines of these lots shall conform as nearly as can be with the lines of the lake lots.

(d) Any other land now or hereafter owned by the Association may be laid out and plotted in such manner as shall from time to time be authorized by a majority vote of members present at any Annual Meeting, or at any special Meeting called for that purpose.

(e) Suitable roadways or approaches on land owned by the Association shall also be provided for, running from the roadway referred to in Section 2 of this Article, to the Lake shore at various points around the Lake, and shall always be reserved for the use of members.

(f) The Association shall have the right to convey to a member of the Association a portion of its said real property.

(g) The Association in making such conveyance shall have the right to impose such other terms and conditions, reservations and restrictions as may from time to time be fixed in its Constitution, as may be reasonable for its protection and for its best interest in the conduct of its affairs, so long as the same are not prohibited by law.

(h) Each and every member of said Association owning, taking or accepting a conveyance or transfer of any of said real property, shall hold the same subject to the terms and conditions, reservations and restrictions, and rights of the Association in respect thereto as are now or hereafter may be fixed by its Constitution.

(i) No member shall be entitled to own or hold more than one cottage or dwelling with suitable outbuildings, but may acquire and own more than one lot or plot as laid out on the map referred to in this Article, provided said lots are contiguous and taken together form one plot, except, when acquired by gift or inheritance a member may own additional vacant lot or lots not contiguous but not an extra cottage or dwelling. Lots separated by the roadway herein provided for but otherwise contiguous, shall be considered as one plot.

(j) The lots or plots acquired by a member and the cottage or dwelling erected thereon shall be used and occupied only by the owner, a member or his family and bonafide guests, and shall not be used for commercial purposes, or rented, let or used or occupied by any person not a member of this Association, except by permission of the Board of Governors. No member shall construct any dwelling house or building appurtenant thereto or shall make any substantial alteration in any existing structure owned by him/her without the consent of the Board of Governors, which consent shall not be unreasonably withheld and shall be exercised solely to maintain conformity of new construction with the existing rustic conditions as prescribed in the Construction Work Procedures document. No member shall, under any circumstances, erect, maintain, or occupy, or permit the erection, maintenance or occupancy of a mobile home, trailer home, camp trailer or similar temporary or semi-permanent place of occupancy upon property owned by him. No member shall erect a satellite aerial or other such device of unusual size or shape without the permission of the Board of Governors as to location and size.

(k) Rules and Regulations not inconsistent with this Constitution may be adopted by the members, which shall be binding upon the members in the use of the property of the Association, and also regulating the use of property owned by a member affecting sanitary conditions and the general welfare of the Association.

(l) No part or portion of the real property of the Association shall be sold, transferred or conveyed except as provided in this Constitution and the Laws of the State of New York.

(m) Every Deed of Conveyance of said real estate shall be made in the name of the Association and executed by the President and Secretary, and the seal of the Association affixed thereto.

(n) Every such Deed of Conveyance as well as every Deed of a member transferring his holdings shall state that said conveyance "is subject to the provisions of the Constitution, By-laws, Rules and Regulations of the Association."

(o) No transfer by a member of his/her holdings shall be valid or effectual, until the same has been approved by the Board of Governors or by a majority vote of the Association at a regular Annual Meeting, which approval shall be in writing endorsed on said Deed of Conveyance and signed by the President and Secretary, but not such transfer shall be approved by the Board of Governors until all indebtedness against the member or property has been paid in full.

(p) The Association shall have and retain a first and paramount lien again each and every lot or parcel of land heretofore or hereafter transferred or conveyed to a member and superior to the right and claim of any other person claiming the same, to the extent of any indebtedness of a member and the expenses incurred by it in enforcing the same or any other right which it may have or retain pursuant to the provisions of its Constitution.

(q) The manner and procedure of enforcing such claim or right shall be as prescribed in its By-laws.

(r) It shall have the right to cut trees upon any land owned by a member to such extent as may be necessary to keep the roadways in good condition.

(s) It may enter upon the land of any member or the buildings erected thereon to enforce its rights reserved herein without any liability for so doing.

(t) The Board of Governors shall have the power to cause conveyance of portions of its real property to members to be made in accordance with the provisions hereof, and to fix the price therefore, except where otherwise provided for in the By-laws or fixed by a resolution adopted by the members.

3. All members shall be responsible for the cutting, trimming or mutilation of any part of the ten foot shore line in front of their allotment, reserved and controlled by the Association (Article VII, Section 1, Paragraph A, of the Constitution). The cutting, or trimming, of foliage on said ten foot strip bordering the Lake shall be done only under the supervision of the Board of Governors, or a committee appointed by them, who will give the member permission to the extent such trimming and cutting may be done, should the Board deem such supervision and permission to be necessary. On violation of the foregoing by any member, or representative of such members, it shall be the duty of the Board of Governors to take notice thereof, and if the condition is not promptly corrected by the member to the satisfaction of the Board of Governors, they shall have the power to replace said foliage and repair such damage, which in their judgment the condition requires and the cost thereof shall be chargeable to the member, and such charge shall, if not paid within thirty days, be collectible on the same basis as if he were in arrears for annual dues (Article IV, Section 7, of the Constitution and Article V of the By-laws).

Article VI

Fees and Dues

1. (a) The entrance fee to become a new Owner in the Association is one thousand dollars (\$1,000), with the following exceptions. All present members who have a change in deed or title to an immediate family member (i.e., parent, sibling, spouse, children), to a legal entity (e.g., trust), or by inheritance, shall inform the Board of Directors, and pay a five hundred dollar (\$500) fee upon legal proof that such person is entitled to such holdings, and shall be subject to all the provisions of the Constitution and By-laws to the same force and effect as if the deceased member were still the member. If such person refuses to become a member of this Association, or refuses to abide by the Constitution and By-laws or either, such person shall have one year from the death of the deceased member to dispose of such holdings in accordance with the Constitution and By-laws, which time, within the discretion of the Board of Governors, may be extended from time to time, not exceeding an additional year, and upon the expiration of two years, if such property is not disposed of, it shall be sold in accordance with the provisions of the Constitution and Bylaws.

(b) Prior to property deed transfer or change, the deed must be submitted to the Board of Governors who shall see that it complies with the By-laws, Constitution and the transfer or conveyance shall not be effective until the Board of Governors write or attach their written approval on such deed, but the Board of Governors must do so if the deed is legal and according to the Constitution and By-laws, unless the member is in debt to the Association for any purpose in which case approval shall be withheld until the indebtedness is paid. The Board of Governors may direct the President and Secretary to sign such approval for the Board. But in the event of a member owning more than one cottage or more than one lot and wishing to transfer or convey one of the cottages or one of the lots to such person, the initiation fee and dues required of a new member, other than by inheritance, shall be paid. This provision only applies when the member transfers and conveys all his holdings and ceases to be a member of this Association upon so doing.

2. The annual dues of members shall be payable in advance on the first day of July in each year.

3. The amount of said annual dues shall be fixed each year at the annual meeting, and if not so fixed shall continue in the same amount as last fixed at a prior meeting.

4. The amount of annual dues shall not exceed in the aggregate more than 10% in addition to the total budget adopted for expenses of the ensuing year, which budget shall be e-mailed to all members at least 15 days prior to the Annual Meeting, there being shown thereon the estimated dues per member. Members may request to receive notices by mail by notifying the Secretary.

Article VII

Reservations of Land

1. In addition to the roadways referred to in Article V, hereof the following property shall be reserved for the use of all members and shall not be sold or conveyed to any member for his personal use.

(a) A strip of land facing on the shore line of the lake, running back ten feet and continuing all around the lake.

(b) The plot of ground known as the bathing beach, being 300 feet on the lake and running back to the roadway.

(c) The plot of ground at the outlet of the lake known as the dock, store and ice house.

(d) The plot of ground known as the tennis courts.

(e) The plot on the west side of the lake upon which the spring is located, said plot being fixed on a radius of 300 feet from the spring but not to cross the roadway.

(f) All land measuring fifteen (15) feet each way from the center of the natural lake outlet for the entire length of the Association property on which the lake outlet runs. NOTE - This reservation voted Annual Meeting 1911.

(g) The roadway leading from the lake to lot 256 on the map of the Association properties and then through the woods toward Grafton, fifteen feet from the center of said roadway on either side, making a roadway of thirty feet.

(h) All property bounded by shore line now owned by the Association in so called Cove section at south end of Lake described as lots 23 and 24 on the map of the Association's properties.

(i) All paths leading from or to Dyken Pond or Long Pond for fifteen feet from the center line thereof, on either side, making a roadway of thirty feet.

(j) All the property within 200 feet of the pine tree located and shown on the Association map on Covey Hill near the easterly border of the Association property.

2. All of the foregoing shall at all times remain the property of the Association and be for the general use of all its members, except that the tennis courts shall be used only in the manner set forth in the Rules and Regulations.

Article VIII

Seal of the Corporation

1. The seal of the corporation shall be as follows: Two circles one within the other, and between the circumference of the outer and inner circle shall be the words: Taconic Lake Association and within the inner circle the words: Corporate Seal 190 1 N.Y.

Article IX

Amendments

1. (a) The Constitution and By-laws, or either may be amended at any special meeting held any time during the period between July 15th and August 30th in each year, both dates inclusive, at Taconic Lake, Rensselaer County, New York; or at any annual meeting; provided, however, that a copy of such proposed amendment shall be sent to each member at least fifteen days before it is to be acted upon. The adoption of such proposed amendment shall require an affirmative vote of two-thirds of the members present at the meeting.

(b) Any member may forward a copy of the proposed amendment to the Secretary at least thirty days before it is to be acted upon and it shall be the duty of the Secretary, within twelve days after the receipt of such proposed amendment to forward a copy of such proposed amendment to each member of the Association.

(c) And failure of Secretary to send out such notice, the member may do so and such member shall be reimbursed to a reasonable amount to cover his/her expenses in so doing.

THE TACONIC LAKE ASSOCIATION BY-LAWS

Article I

Meetings

1. Except where otherwise provided for in the Constitution, all meetings shall be held and called and notices thereof given to the members as provided for in this Article, and at such meetings all business properly brought before the meeting may be transacted.
2. Special meetings may be called by the President, and must be called by the President upon the written request of ten members addressed to the Board of Governors and filed with the President. A written notice of such meeting shall be sent to each member by the Secretary at least ten days in advance and no business shall be transacted except that stated in the call.
3. At least twenty (20) members must be personally present to constitute a quorum and no proxies shall be voted at such special meetings. Robert's "RULES OF PARLIAMENTARY LAW" shall govern the procedure of all Association Meetings.

Article II

Order of Business

The order of business at all regular meetings of the Association shall be as follows:

1. Reading of the Notice thereof.
2. Reading of the Minutes of the last Meeting.
3. Reports of the Officers and Committees.
4. Adoption of a proposed budget.
5. Unfinished business.
6. General Business.
7. Fixing of the Annual Dues.
8. Report on Ballots for Governors.
9. Adjournment.

Article III

Duties of Governors and Officers

1. The Board of Governors and the officers of the Association shall perform all the duties imposed upon them by the Statute Law of the State, and perform, carry out and enforce the provisions of the Constitution, By-Laws, Rules and Regulations of the Association.
2. They may adopt such rules and regulations for the conduct of the duties imposed upon them as they deem necessary, suitable and desirable for such purposes, except as herein defined, limited and restricted.
3. No contract shall be entered into and no obligations incurred in the name of the Association by any member or officer thereof, unless the same shall first be authorized by a majority of the Board of Governors.
4. No single contract or obligation exceeding three thousand dollars (\$3,000) other than expenses provided for in the adopted annual budget shall be entered into or incurred unless first authorized by a resolution adopted by a majority vote of the members present at any meeting, or by the written consent and approval of at least one-third of the total members.

Article IV
Limitation of Membership

1. The number of members of the Association shall not exceed fifty (50).
2. The election of a person to membership shall not be effectual until he or she is the owner of at least one lot as laid out on the Map of the Property of the Association.
3. A member disposing of his or her holdings in the manner provided in the Constitution and By-laws shall automatically cease to be a member.
4. A member expelled for cause shall cease to be a Member and shall thereby forfeit all rights as a Member of the Association and to its properties.
5. A member expelled for cause shall have a reasonable time in which to effect a sale of his/her holdings but no sale or transfer thereof shall be had except in accordance with the provisions of the Constitution and these By-laws.
6. Unless a sale is effected by such member within said period, or the time extended by the Board, the Board of Governors shall proceed to sell the same, and the provisions of Article V, Section 5, 6, 7 and 8 of these By-laws shall apply.
7. Any member may transfer his or her membership in the Association to his or her spouse, family member, or significant other provided (1) that the person to whom membership is to be transferred is a co-owner of the same lake property and, (2) that written notice is given to the Secretary of the Association at least 30 days prior to the transfer taking place.

Article V

Rights of Association Against Members

1. All dues, fees and other monetary obligations of a Member to the Association shall be, become, and remain, until paid and discharged, a first lien in favor of the Association against the holdings of said Member and also the personal obligation of said Member which may be enforced by an action for a money judgment against said Member.
2. Whenever a claim against a Member shall be thirty (30) days after it becomes due, the name of such Member and the amount due by the member may be distributed to the Association membership via e-mail.
3. Unless such claim is paid within thirty (30) days after it becomes due, the Association shall have the right, and unless paid within one year after it becomes due, the Board of Governors shall cause the lien of the Association therefor against the Member's holdings to be enforced and foreclosed, unless such time shall be extended by the Board for reasons satisfactory to it. In addition, the Association by its Board of Governors, may sue the Member for a money judgment if payment is not received from the Member within 30 days after the Association provides written notice to the Member by certified mail and e-mail if such Member has authorized the giving of notice by e-mail transmission.
4. The lien of the Association as aforesaid shall be enforced and foreclosed as follows: a) Written notice shall be given to the Member by registered mail directed to the member's last known address, demanding payment of said claim to be made within 30 days after the mailing of such notice, or to appear before the Board at a time and place not less than thirty nor more than forty days thereafter to be specified in said notice and show cause why said claim should not be decreed a valid lien on his/her property and enforced as hereinafter provided. At the time and place specified in said notice the Board of Governors shall proceed to hear and try said claim. At least three Members of the Board shall be present at such hearing and a majority vote shall determine the issue. The decision of the Board shall be in writing and a copy thereof sent to the Member by registered mail. If such claim is decreed a valid claim and lien upon the holdings of such member, the Board shall then have the right to order such holdings to be sold as hereinafter provided to satisfy the same.
5. The Board of Governors shall have the right, power and authority to cause the holdings of such Member to be offered for sale and sold in a manner specified by the Board, and to make, execute and deliver a deed transferring the said property, subject to the provisions of its Constitution, By-laws, Rules and Regulations, to the purchaser thereof at such sale, and upon so doing all rights, title and interest of the said delinquent member in and to the same under the deed, transfer or conveyance theretofore given to him/her shall be forfeited, foreclosed, cancelled and made void and of no effect to the same extent as if he/she had made such transfer or conveyance.
6. The Association shall have the right to become the purchaser thereof at such sale.
7. Out of the proceeds of such sale the Association shall deduct and retain a sum sufficient to pay the amount of its claim, together with all costs and expenses necessarily incurred in connection with said sale, and pay to the owner any surplus then remaining, but in the case of a deficiency the member shall be liable therefor.

8. Notice in writing of the time and place of such sale, shall be given to the delinquent Member by registered mail at least ten (10) days preceding the date of such sale, and such other notice thereof shall be given as in these By-Laws provide or as to the Board of Governors shall seem just and proper.