

Certificate of Incorporation

CONSTITUTION
and
BY-LAWS
of the
Taconic Lake Association

Postoffice:

Petersburg, N. Y.

Rensselaer County

PRINTED 1926

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CERTIFICATE OF INCORPORATION

OF

TACONIC LAKE ASSOCIATION

The undersigned being each and every one of them of full age and a citizen of the United States and a citizen of the State of New York, hereby agree to and hereby do organize and form ourselves into an incorporated society or club for social mutual benefit and recreation purposes as follows:

(1) The name by which said society shall be known in law is the TACONIC LAKE ASSOCIATION.

(2) The particular business and object of this Association will be the promotion of the social and recreative 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 the members of the Association and to regulate the occupancy of said land by the members of the Association.

(3) The office location and headquarters of the Association will be at Petersburg, Rensselaer County, New York.

(4) The number of Trustees who will manage the affairs of the Association is five (5).

(5) The names of the Trustees who will manage the affairs of the Association at its first meeting are as follows: (1) H. Jesse Moses, (2) Harry A. Lewis, (3) James H. Duffie, (4) Edward W. Greenbaum, (5) Anthony P. Finder.

(6) The time for holding the annual meeting of said Association is the first Tuesday in August in each year.

IN WITNESS WHEREOF we hereby certify the foregoing to be correct and hereto set our hands, at Petersburg, on the 13th day of July, 1901.

H. JESSE MOSES EDWARD W. GREENBAUM
HARRY A. LEWIS ANTHONY P. FINDER
JAMES H. DUFFIE

STATE OF NEW YORK-
COUNTY OF RENSSELAER- SS.:

On this 13th day of July, 1901, before me personally came H. JESSE MOSES, HARRY A. LEWIS and JAMES H. DUFFIE, to me known to be the same persons described in and who executed the foregoing certificate and they severally duly acknowledged to me that they executed the same for the purposes therein mentioned.

MOSES W. MAINE,
Notary Public

STATE OF NEW YORK,
COUNTY OF RENSSELAER, SS.:

CITY OF TROY,

On this sixteenth day of July 1901 before me personally came EDWARD W. GREENBAUM and ANTHONY P. FINDER to me known to be the same persons described in and who executed the foregoing certificate, and they severally duly acknowledged that they executed the same for the purposes therein mentioned.

N. F. POLK,
Albany County, N. Y.

Certificate filed in Rensselaer Co., N. Y.

I hereby approve the foregoing certificate of incorporation of the Taconic Lake Association.

D. CADY HERRICK,
Justice Supreme Court

Recorded July 16, 1901
at 4:50 P. M.

This is to certify that to my best knowledge and belief, the following is a true copy of Constitution and By-Laws of the Taconic Lake Association as amended and adopted at Annual Meeting held August 2, 1924, and approved at adjourned Annual Meeting held August 8, 1925.

W. C. H. CUSHMAN,
Secretary

THE TACONIC LAKE ASSOCIATION
CONSTITUTION

As Amended August 1924

ARTICLE I.
Management

1. The property and affairs of the Association shall be managed by five (5) 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. He shall, with the Secretary, sign all written contracts and obligations of the Association, except Bank Checks, and shall exercise the usual functions pertaining to his office.
4. The Vice-President shall have the power and perform the duties of the President in his 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. He 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 moneys due and belonging to the Association, and shall have the custody of all funds, securities and title deeds thereof. He shall pay all bills on certificate of their correctness by two members of the Board of Governors. He shall keep regular and correct accounts and shall submit reports to the Governors when and as requested by any member of the Board. He 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 Board 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 Trustee shall constitute a vacancy in the Board.

ARTICLE II.

Meetings of Members

1. There shall be an Annual Meeting of the Association on the first Tuesday in August in each year, at 2 o'clock in the afternoon, 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. Fifteen (15) members shall constitute a quorum at any meeting of the Association.

4. At least ten (10) days notice shall be given by 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.

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 to another member, who being present shall have the right to cast one vote under and in accordance with said proxy. All proxies must be filed with the Secretary before being voted under, and must be recorded by him 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 Trustees

1. The five (5) Governors elected at each Annual Meeting shall hold office for one year from the date of their election, or until their successors are elected and shall qualify.

2. At each Annual Meeting of the Association five (5) Governors shall be elected to replace the Governors whose term of office then expire. Such annually elected Governors shall hold office one year, or until their successors are elected and have qualified.

3. The election of Governors shall be by ballot, and the polls shall be open between the hours of 2 and 4 P.M. on the day upon which said Annual Meeting is held.

4. The five (5) candidates receiving the largest number of votes shall be deemed to 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 a Governor unless he is a member of the Association in good standing, nor unless his name shall have been posted as a candidate in a conspicuous place on the property of the Association, at least five (5) days before the election. Any member shall have the right to post nominations.

7. The Governors shall on or before July first in each year appoint a nominating committee, composed of at least three members of the Association at large, who shall select candidates to be voted for at the ensuing annual meeting. The names of such candidates shall be posted in a conspicuous place on the property of the Association, at least ten (10) days preceding such election.

8. At all elections of Trustees, 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 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 ballot cast by proxy upon the election of Trustees, such proxy must be filed with the Secretary at least two hours before the polls are opened, and the correctness and legality thereof certified to the ballot clerk or clerks by a majority of the Board of Governors in writing.

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, and only at stated meetings of the Board of Governors. Any Governor unable to be present at such meeting shall be entitled to cast his ballot by mail.

4. To elect any candidate to membership, at least four (4) ballots must be cast, and two adverse ballots shall exclude.

5. On election of a candidate the Secretary shall notify the candidate and his proposer of such election, and request payment of his 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 shall be void.

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 him, either personally or by 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 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 notice may be given by mail, shall be cause for suspension or forfeiture of his membership by a majority vote of the Governors.

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 by 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 recreative pleasures of the members of the Association; to acquire con-

trol 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 corporation a portion of its said real property, in the manner, for the purposes and upon the terms and conditions set forth in Section 13 of the Membership Corporation Law of the State of New York.

(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. 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 of 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.

(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 holdings shall be valid or effectual, until the same has been approved by the Board of Governors, which approval shall be in writing endorsed on said deed or Conveyance and signed by the President and Secretary.

(p) The Association shall have and retain a first and paramount lien against 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 therefor, except where otherwise provided for in the By-laws or fixed by a resolution adopted by the members.

ARTICLE VI.

Fees and Dues

1. Each person hereafter elected to membership in the Association shall pay an entrance fee of One Hundred Dollars, except that persons succeeding by inheritance to a member's holdings and elected to membership, shall pay an entrance fee of Twenty-five Dollars.

2. The annual dues of members shall be payable in advance on the first day of October in each year, commencing October 1, 1924.

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 Forty Dollars for each member, except that members owning more than one cottage or more than one lot, shall pay as annual dues an additional sum equal to the regular membership dues for each additional cottage, and Five Dollars for each additional lot by such member.

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.

CONSTITUTION

(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.

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.

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:

and within the inner circle the words:

Corporate Seal 1901 N. Y.

ARTICLE IX.

Amendments

This Constitution shall only be amended at an Annual Meeting. A copy of the proposed amendment must be sent to each member at least 30 days before it is to be acted upon. The adoption of such proposed amendment shall require an affirmative vote of at least two-thirds of all the members of the Association in good standing.

THE TACONIC LAKE ASSOCIATION

BY-LAWS

As Amended, August 1924

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 him, 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 fifteen members must be personally present to constitute a quorum and no proxies shall be voted at such special 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. Unfinished Business.
5. General Business.
6. Fixing of the Annual Dues.
7. Report on Ballots for Trustees.
8. Adjournment.

ARTICLE III.

Duties of Trustees 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 Two Hundred and Fifty Dollars 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.
5. Any member desiring to propose an Amendment to the Constitution, By-laws or Rules and Regulations, or any other proposition requiring notice to be given to the members, shall file the same in writing with the President at least sixty days before the date of an annual meeting, and at least thirty days before the date of a Special Meeting, and it shall then be the duty of the Secretary to cause notice thereof to be given to the members as herein provided.

ARTICLE IV.

Limitation of Membership

1. The number of members of the Association shall not exceed sixty (60).
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 three years in which to effect a sale of his 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.

ARTICLE V.

Rights of Association Against Members

1. All dues, fees and 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.
2. Whenever a claim against a Member shall be sixty (60) days past due, the name of such Member and the amount due by him shall be posted on the Bulletin of the Association.
3. Unless such claim is paid within ninety (90) 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.
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 him at his 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 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 at public auction, 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 right, title and interest of the said delinquent member in and to the same under the deed, transfer or conveyance theretofore given to him shall be forfeited, foreclosed, cancelled and made void and of no effect to the same extent as if he 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 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 provided or as to the Board of Governors shall seem just and proper.

ARTICLE VI.

Amendments

These By-laws shall only be amended at an Annual Meeting. A copy of the proposed amendment must be sent to each member at least thirty (30) 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 said meeting in person or by proxy.

(FORM OF PROXY FOR ANNUAL MEETING OF MEMBERS)

(This proxy is not to be voted until the ten cent stamp, required by the War Revenue Act of 1924 is affixed hereto and cancelled by The Taconic Lake Association as agent, hereby appointed for this purpose.)

KNOW ALL MEN BY THESE PRESENTS, that I, ---

-----do hereby constitute and appoint
-----to be my lawful attorney,
substitute and proxy for me, and in my name to vote at the Annual Meeting of the Members of THE TACONIC LAKE ASSOCIATION, to be held on the first Tuesday of August, 19--, and at any adjourned meeting thereof, as fully and with the same effect as I might or could do were I personally present at such meeting; and I hereby revoke any proxy or proxies heretofore given by me to any person or persons whomsoever.

IN WITNESS WHEREOF, I have hereunto set my hand
and seal this ----- day of ----- 19-----

----- (L.S.)
NAME OF MEMBER

In the presence of:

WITNESS

*Be sure to date this proxy and have your signature witnessed.