

Certificate of Incorporation

CONSTITUTION
and
BY-LAWS
of the
Taconic Lake Association

As Amended

Postoffice:
Petersburg, N. Y.
Rensselaer County

REPRINTED 1936

Certificate of Incorporation

CONSTITUTION
and
BY-LAWS
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Taconic Lake Association

As Amended

Original Printing - 1926

Reprinted - 1936

STATEMENT BY SECRETARY

I hereby certify that the brown covered book printed in 1926 containing Certificate of Incorporation, Constitution and By-Laws of the Taconic Lake Association were upon notice in accordance with Constitution and By-Laws unanimously adopted on August 2nd, 1924, further approved August 8th, 1925, and were at Annual Meeting August 6th, 1927, further ratified and confirmed, all members having been sent additional copies prior to the meeting, and that this brown covered book, together with all amendments properly noticed and passed by the Association at their Annual Meetings since 1926 have now been added as shown in this book and are the Constitution and By Laws of the Taconic Lake Association at this date, January, 1936.

WILLIAM C. H. CUSHMAN,
Secretary

Index of Certificate of Amended Incorporation, Constitution and By-Laws of the Taconic Lake Association

(Amendments shown in italics)

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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 *Saturday* in August of 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

(The above change of day of Annual Meeting as per paragraph six in the above Certificate of Incorporation was voted and authorized at Annual Meeting held August 6th, 1927.)

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.

THE TACONIC LAKE ASSOCIATION
CONSTITUTION

As Amended
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 Saturday 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.

NOTE—The above change of day of Meeting in the Constitution was voted at Annual Meeting August 4th, 1928 conforming with change of date in Certificate of Incorporation voted August 6th, 1927.

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. Nine (9) members shall constitute a quorum at any meeting of the Association.

NOTE—The change from fifteen (15) to nine (9) members constituting a quorum was voted at the Meeting August 6th, 1927.

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. At the Annual Meeting held on August 3, 1935, there shall be elected five (5) governors, two (2) to serve for three years, two (2) to serve for two years and one (1) to serve for one year or until their successors are elected. The term of office for the persons so elected shall be determined by lot.

2. At each subsequent Annual Meeting of the Association, governors shall be elected to replace the governors whose term or terms of office then expire. Such annually elected governors shall hold office for the term of three (3) years or until their successors are elected and have qualified. Such successors shall be elected so that their terms shall expire in compliance with paragraphs one (1) and two (2) of this article.

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 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 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 five (5) members shall have the right to post nominations.

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 Trustees.

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 under 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 the Secretary of the Board of Trustees by written indorsement.

NOTE—Paragraphs 1, 2, 4, 6, 7 and 8 of the above were adopted at Annual Meeting held August 3, 1935.

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 may be declared void by the Board of Governors.

NOTE—The above change in paragraph (5) was adopted at Annual Meeting August 4, 1934.

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. Any members whose dues are not paid within sixty (60) days after the due date as provided in Section 2 of Article V or before December 1st, shall be charged an additional one per cent (1%) per month as a penalty for such failure. The names of any members who are delinquent on July 1st of any year shall be posted on the bulletin board at the Association store by the Treasurer.

NOTE—The above addition to paragraph (7) was adopted at Annual Meeting August 4, 1934.

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.

*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 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 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 out-buildings, 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 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 or by a majority vote of the Association at a regular Annual Meeting, which approval shall be in writing endorsed on said deed or Conveyance and signed by the President and Secretary, but no 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 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.

NOTE—The above changes in paragraphs (i) and (o) voted at Annual Meeting August 4th, 1934.

3. The Board of Trustees at any of its stated meetings called by it for the purpose, shall hear all claims and objections on the part of a member or members to the boundary lines as laid down on the map as a result of the survey of the properties of the members made by Mr. Alworth Johnson, May 11th, to July 15th, 1927, and shall hear all requests on the part of a member or members for additional land or to change the lines as laid down on said map having power subject to the approval of the Annual Meeting to be held in 1928 to close a Street or Streets and if need be open a Street or Streets in different situations and using whatever land is available by reason or such closing of a Street or Streets or otherwise, to make changes in said boundary lines as laid down on said map, provided however, that there shall be no meeting to hear such claims, objections, requests, etc., etc., after the first of August, 1928.

(a) After the time has expired within which to hold such meetings or meetings the Board of Trustees shall have a tentative map prepared which shall

show the boundary lines as changed of the Real Estate of each member within the confines of the Association, and present the same to the Annual Meeting or an adjourned Meeting thereof to be held prior to August 30, 1928, with any comments or recommendations it sees fit to make.

(b) The Annual Meeting shall have power to go into the whole matter and review the findings and recommendations of the Board of Trustees and make such changes and to convey such additional land upon such terms as it may determine, and may adjourn the matter from time to time but not beyond August 30, 1928, and after the expiration of August 30, 1928, the Annual Meeting may direct that a map be prepared showing the boundary lines as changed, if any there be, of the Real Estate of each member within the confines of the Association, and file such map with the Secretary of the Association, or, in their discretion, in a public office in which such a map could be filed, or both, which map if filed at all, must be filed on or before September 15, 1928, or whatever date the Meeting may designate.

(c) Upon the filing of such map with the Secretary of the Association or in said public office, or both, as above directed, such boundary lines as laid down on such map so filed shall be the boundary lines of all the Estate of each member within the confines of the Association, irrespective of however the description may read in the Deed or Deeds held by a member prior to September 15, 1928.

(d) Each member shall surrender his Deed or Deeds to the Association and convey all of his Real Estate within the confines of the Association, to the Taconic Lake Association and the Taconic Lake Association shall then immediately give a new Warranty Deed in accordance with the Constitution and By-laws, conveying such property to the member, describing the said Real Estate in accordance with the boundary lines as laid down on such map so filed.

(e) And upon this action being taken within one year of the date of the filing of such map the expense thereof shall be borne by the Association, otherwise it shall be done at the expense of the member, provided however, that for another year the Board of Trustees in their discretion may direct that the expense be borne by the Association.

(f) After September 16, 1928, the Association and all persons in the chain of title of Real Estate of a member within the confines of the Association, shall be released from any and all liability under the Warranty set forth in the old Deed or Deeds held by a member prior to September 15, 1928, and the boundary lines as laid down on the map so filed, as above directed, shall be the description of each

member's Real Estate within the confines of the Association, and the member shall not own or have any right or claim over any other Real Estate described in such old Deed or Deeds, unless it coincides with the boundary lines as laid down on the map so filed, and the Association shall not be liable in law or equity, for any defect in title or boundary lines, unless the member first conveys his Real Estate within the confines of the Association by actual Deed to the Taconic Lake Association and the Taconic Lake Association by actually giving a Warranty Deed conveying to the member or members such Real Estate in accordance with the Constitution and By-laws and in accordance with the boundary lines as laid down on such map so filed as above set forth.

(g) Upon the Annual Meeting filing such map, as above Directed, its power under this By-law shall cease and no change shall be made in the said map or in any of the boundary lines or streets, etc., except by an amendment to the By-laws, provided however, that any additional lots or plots from the Association property may be laid out or plotted as directed by the Association.

NOTE—The preceding paragraph (3) of Article V was the result of a resolution unanimously adopted at Annual Meeting August 6, 1927. This resolution called for a specific By-law to accomplish the purposes as outlined in paragraph (3). The By-law was drawn up and a special Meeting of the Association called for August 27, 1927, at which Meeting the By-law was passed with only two votes in the negative. Because, however, of certain discussions among the membership the following year at Annual Meeting August 4, 1928, a motion to rescind the above paragraph (3) was presented according to comments below in connection with new section 4. It has, however, been determined as a result of litigation between two members of the Association and the Association, itself, that members cannot be forced to accept new deeds from the Association in accordance with the new survey map if they do not so desire.

4. The Annual Meeting by a two-thirds vote of those present shall have the power to extend any times, or dates, within which, or at which, anything is to be done under Section 3, Article V of the Constitution, and it may adjourn the whole subject matter for further consideration, or otherwise at any date or any time, as it may see fit.

NOTE—At Annual Meeting August 4, 1928, a proposed Amendment to the Constitution, which Amendment had been properly noticed to the Meeting and called for the rescinding of the entire paragraph (3) of Article V of the Constitution, was voted on but not carried. Not one member or proxy present at the Meeting voted to rescind. However, the above paragraph (4), noticed and presented at the same time, was adopted by the Meeting, as also was paragraph (5) of this same Article V.

5. 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 Trustees, or a committee appointed by them, who will give the member permission to the extent such trimming and cutting may be done. 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) Each person hereafter elected to membership in the Association shall pay an entrance fee of one hundred dollars, except that where a husband or wife, or a child, either of the whole or half blood, but not an adopted child, a parent, or a sister or a brother either of the whole or half blood, but not including an adopted sister or brother, shall be entitled to the holdings of a deceased member, either under a will or by the law of descent of the State of New York, such person shall and must be a member without the payment of any kind, 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 By-laws.

(b) All other persons succeeding by inheritance to a member's holdings and elected to membership shall pay an entrance fee of twenty-five dollars.

(c) Any member who desires to transfer all his holdings to the wife or husband, as the case may be,

or to a son or a daughter, either of the whole or half blood, but not an adopted son or daughter, or to a parent, or a sister or a brother either of the whole or half blood, but not an adopted sister or brother, may do so without the payment of any fee, provided, however, that the deed must be submitted to the Board of Governors who shall see that it complies with the By-laws, Constitution and the law 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. The no fee provision only applies when the member transfers and conveys all his holdings and ceases to be a member of this Association upon so doing.

(d) This Section shall be retroactive as of January 1st, 1926.

NOTE—The above paragraph (1) was adopted at Annual Meeting held August 6, 1927.

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.

(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 to what is known as the King Cottage, leading from the lake and then the pathway from the King Cottage through the woods toward Grafton, fifteen feet from the center of said roadway and pathway on either side, making a roadway of thirty feet, and also the description may be made or written which shall conform to a survey which may be made, or any other description which will properly identify the property.

(h) All property bounded by shore line now owned by the Association in so-called Cove section at south end of Lake and bounded on the East by Haas line and on the West by Sindelar line, and on the South by Wilsnack line.

(i) All paths leading from or to Dyking 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 upon which the grove known as the "Pines" is situated, and for a space of ten feet from the borders of said grove.

NOTE—The above sections F, G, H, and I of paragraph (1) was adopted at Annual Meeting August 6, 1927.

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:

TACONIC LAKE ASSOCIATION

and within the inner circle the words:

Corporate Seal 1901 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 Lake Taconic, 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 expenses in so doing.*

NOTE—The above paragraphs were adopted at Annual Meeting August 6, 1927.

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 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.
4. Robert's "RULES OF PARLIAMENTARY LAW" shall govern the procedure of all Association Meetings.

NOTE—The above paragraph (4) adopted at Annual Meeting August 3, 1935.

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.

NOTE—The former paragraph (5) of Article III of the By-Laws is automatically rescinded under the new paragraph adopted at Meeting August 6, 1927, under Article VI of the By-Laws.

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

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 Lake Taconic, 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 expenses in so doing.

NOTE—The above paragraphs were adopted at Annual Meeting August 6, 1927.

(PROXY FOR ANNUAL MEETING)

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 Saturday 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. Proxy may be given only to another association member (Conn. Art. II, Par. 5).

(PROXY FOR ANNUAL MEETING)

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

In the presence of:

.....
WITNESS

Be sure to date this proxy, and have your signature witnessed. Proxy may be given only to another association member (Conn. Art. II, Par. 5).