EMERALD GREEN PROPERTY OWNERS ASSOCIATION, INC.

BY-LAWS

[Revised – September 4, 2022]

ARTICLE I

NAME AND LOCATION OF CORPORATION

Section 1. The name the corporation is the Emerald Green Property Owners Association, Inc. (hereinafter sometimes referred to as "the Corporation")

Section 2. The office of the Corporation shall be located in the Town of Thompson, Sullivan County, New York.

ARTICLE II

MEMBERS OF THE CORPORATION

Section 1. Membership in the Corporation shall be limited to owners of property within the subdivision known as "Emerald Green" within the Town of Thompson, Sullivan County, New York. A Member in good standing shall have the right to use the Corporation's facilities, to participate in events sponsored by the Corporation, and to cast a vote at any meeting of the Members of the Corporation.

Section 2. All property owners who are required by the covenants attached to their deeds or titles to be Members of the Corporation shall be Members.

Section 3. There shall be three (3) classes of property owners and/or Membership, which shall be as follows:

A. Home Owner Member.

B. Lot Owner Member.

C. Undeveloped Lot Owner Member.

Section 4. Definitions and Special Conditions:

(A) A "Home Owner Member" shall be any property owner who has acquired by deed or title a plotted lot in Emerald Green with a completed house constructed thereon or who has constructed thereupon a house (and received a certificate of occupancy). (For purposes of

these by-laws, a townhouse is deemed equivalent to a house.)

(B) A "Lot Owner Member" shall be any property owner who has acquired by deed or title a plotted lot in Emerald Green that has sewer and water connections but without a completed house constructed thereon.

(C) An "Undeveloped Lot Owner Member" is a "Lot Owner Member" who owns a lot in Emerald Green that does not have a sewer and water connection.

(D) An individual and a business entity, estate or a trust may be a Member of the Corporation.

(E) If more than one (1) person and/or other entity is the owner of a single home or lot, the owners of each such home or lot shall have the same vote as though one (1) such person or one (1) such entity owned each such home or lot. In the case of such multiple owners, such Member shall be limited to designate two (2) persons and their immediate families to use the Corporation's facilities. Such a designation must be made by written notice to the Board of Directors, which designation can be changed only one (1) time in a twelve (12) month period, unless such a change in designation is caused by the death of the designated person or the sale of such business entity.

(F) DOUBLE OR MULTIPLE CONTIGUOUS LOTS: If a home owner member has acquired an additional lot or lots contiguous to the lot upon which their home sits, and has had the additional lot or lots combined with the lot upon which their home sits for tax map purposes, the "double lot owner" shall be liable to pay dues and/or assessments to the corporation for the house lot as well as all contiguous vacant lots as shown on the Emerald Green Subdivision Map. The double lot owner shall have voting privileges in accordance with the amount of dues he or she is paying.

Section 4. Members in the Corporation shall have no pecuniary interest in any and all funds, property, rights and interest belonging to the Corporation.

Section 5. A Member who is in arrears of dues, assessments, payments due to the Reserve Fund, payment of fines and/or any monies due the Corporation, shall have late charges, penalty charges, interest, collection costs and attorneys' fees added to his or her arrears in an amount subject to periodic resolution of the Board of Directors. A Member will not be in good standing until any and all such arrears, late charges, penalty charges, fines, interest, collection costs, attorneys' fees and all other monies due the Corporation shall have been paid in full with respect to all lots owned by the Member. Such monies due the Corporation can be required to be paid either through a court of law, to a law firm representing the Corporation to collect the subject property, and/or through a collection agency so selected and approved by the Board of Directors for such purpose. A Member who is not in good standing shall be prohibited from using the Corporation's facilities, participating in events sponsored by the Corporation, casting any vote at any meeting, or

running for, or serving on, the Board of Directors or on any committee, subject to the provisions of Article VI, Sections 1 and 2 below.

ARTICLE III

AN ANNUAL MEETING OF MEMBERS

Section 1. There shall be an Annual Meeting of Members, to be held on a weekend morning between August 15th and Labor Day each year, for the following purposes:

A. To elect by plurality vote a Board of Directors;

B. To transact such other business as may properly be brought before the meeting.

Section 1.(A) There shall be a second annual meeting, to be held on a weekend morning between November 1 and the weekend before Thanksgiving each year, to consider and approve a budget for the coming fiscal year and to transact such other business as may properly be brought before the meeting.

Section 2. An Annual Meeting shall be held, as stated in a Notice of the Annual Meeting, at the Entertanium, provided the Entertanium is available for such a meeting. If the Entertanium is not available then the meeting shall be held in Sullivan County at a place to be determined by the Board of Directors.

Section 3. Written or printed notice of each Annual Meeting stating the place, date and hour of such meetings shall be mailed or sent electronically not less than twenty (20) nor more than sixty (60) days before the date of the meeting, by U.S. mail or electronically to each Member entitled to vote at such meeting as of the last business day prior to the sending of such notice.

Section 4. The Board of Directors shall distribute, by U.S. mail or electronically, to all Members its proposed budget, assessments, and proposals for projects and/or programs to be addressed at the November Annual Meeting. Such information is to be included in the Notice of Annual Meeting as described in Section 3 above, or earlier as the Board may determine.

Section 5. Proposals for projects and/or programs that require an increase of dues or that require an assessment may also be brought before the meeting for a vote by a petition signed by a minimum of fifty (50) Members entitled to vote at the Annual Meeting. Such proposal(s) must be mailed to the Corporation's office by certified mail, return receipt requested, no less than thirty

(30) days prior to the meeting and shall be accompanied by at least three (3) bona fide estimates, except that in the case of proposed projects there shall be a maximum of three (3) bona fide estimates. The Board of Directors shall "recommend" or "not recommend" such proposals to the Membership, which recommendation shall not be binding upon the Membership.

ARTICLE IV

SPECIAL MEETINGS OF MEMBERS

Section 1. Special Meetings of the Members for any purpose or purposes, unless otherwise proscribed by statute or by the Certificate of Incorporation, may be called by the President, the Board of Directors or by a petition signed by a minimum of fifty (50) Members entitled to vote at the Special Meeting. In the event said Special Meeting is initiated by a petition of fifty (50) or more Members the Corporation shall be obliged to execute the required advance notice of such meeting.

Section 2. Written or printed notice of a Special Meeting stating the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called, shall be mailed or sent electronically not less than ten (10) days nor more than fifty (50) days before the date of the meeting. Notice of the meeting shall be mailed by U.S. mail or electronically, by or at the direction of the President or the secretary. The notice should also indicate that it is being issued by or at the direction of the person calling the meeting.

Section 3. Special Meetings of Members shall be held as shall be stated in the notice of a Special Meeting at the Entertanium, provided the Entertanium is available for such a meeting. If the Entertanium is not available for such a meeting, then the meeting shall be held at a place to be determined by the person calling the meeting in Sullivan County. Notwithstanding the aforesaid, if the meeting is not to be held at the Entertanium, then the Board of Directors shall have the right to change the place designated for such a meeting, provided it is held in Sullivan County.

Section 4. The business transacted at any Special Meeting of Members shall be limited to the purposes stated in the notice.

Section 5. Each annual meeting shall also be conducted by Zoom or other similar electronic remote system.

ARTICLE V

QUORUM AND VOTING OF MEMBERS AT THE ANNUAL MEETING OR AT SPECIAL MEETINGS

Section 1. Members having a total of One Hundred (100) or more votes, whether present or represented by mailed-in ballots or electronically as described in Section 5 below, shall constitute

a quorum at all meetings of the Members for the transaction of business, except as otherwise provided by statute or by the Certificate of Incorporation. If, however, such a quorum shall not be present at any meeting of the Members, the Members present shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally stated.

Section 2. If a quorum is present, the affirmative vote of a majority of votes cast at the meeting shall constitute the act of the Members, unless the vote of a greater or lesser number of Members is required by statute, by the Certificate of Incorporation or by these By-Laws.

Section 3. Each Member shall have the following vote with respect to each lot owned by such Member at a meeting of the Members of the Corporation:

A. Home Owner Member- 1 vote

B. Lot Owner Member - ¼ vote

C. Undeveloped Lot Owner Member – no vote.

D. A Double or Multiple contiguous Lot Owner shall have one vote for the lot upon which the home sits and a ¼ vote for each contiguous vacant lot.

Notwithstanding the aforesaid, should a Lot Owner Member or an Undeveloped Lot Owner Member elect to utilize any or all of the facilities and/or activities owned or provided by the Corporation, and thereafter pay the dues and assessments paid by a Home Owner Member, such Member shall be entitled to one vote.

Section 4. Any Member as of the last business day before an Annual or Special Meeting shall be entitled to vote at such a meeting, provided such a Member satisfies the requirements of Article XII, Section 10.

Section 5. All voting by the Members shall be in the form of a ballot, delivered to Members by first class mail or electronically in accordance with all Notice requirements detailed in these By-Laws. Procedures for return, collection, validation, and counting of ballots shall be determined by the Board of Directors, provided that such procedures fully satisfy the following requirements:

1. Ballots may be returned by mail or electronically, so long as the envelope received prior to such meeting when the vote is to take place, or placed in a ballot box or electronic vote is at the meeting of the membership where the vote is to take place, or placed in a ballot box at the corporation's office up to the day prior to such meeting.

2. Envelopes that contain completed ballots must be signed by the Member casting that

ballot.

Section 6. The person presiding at the Annual Meeting and at all Special Meetings shall appoint three (3) inspectors who are Members in good standing of the Corporation. Said inspectors shall count the votes cast at such meetings and report the results to the person presiding at such a meeting. The counting shall be supervised by the Corporation's attorney, or a representative of the Corporation's outside accounting agency, if he/she is present. If neither is present, then the person presiding at the meeting shall designate someone to supervise the counting, and, in addition, any group of ten (10) members may designate a co-supervisor.

Section 7. In the event that the vacancies on the Board of Directors include any unexpired terms, the candidates receiving the highest number of votes shall fill the seats with the longest terms.

ARTICLE VI

DIRECTORS

Section 1. The number of Directors shall be eleven (11) Each director shall be a natural person at least twenty-one (21) years of age and a Member (as defined in Article II, Section 1) in good standing. Lot Owner Members and Undeveloped Lot Owner Members are not eligible to serve on the Board of Directors unless they pay full dues as provided in Article XII, Section 1, Pars. A. and B. respectively.

Section 2. It shall be the responsibility of the President and the Community Manager to report to the Board of Directors the names of any Director who is not in good standing with respect to any monies due the Association. Such notice to the Board is to be given at the first Board meeting following determination of such occurrence, and, at the discretion of the President, such notice may be given in an executive session of the Board. Notwithstanding the provisions of Article XII, Section 10, any Director who ceases to be a Member in good standing shall automatically be removed as a Director upon such notice to the Board, unless, upon appeal by that Director to the Board of Directors, an extension of no more than five (5) business days is approved by the affirmative vote of a majority of the remaining Directors. If the Director in arrears has not cured his/her account within such five (5) business-day period removal from the Board shall be automatic and the seat shall be declared vacant.

Section 3. At the Annual Meeting, Directors shall be elected for a three (3) year term. Directors may be elected for two (2) successive three-year terms. After a hiatus of one (1) year, he or she may again run for election to the Board if so nominated.

Section 4. Any or all of the Directors may be removed, for cause, at any time by the vote of the Membership at an Annual Meeting or a Special Meeting called for that purpose. The notice must specify the basis for such a requested removal. Any director failing to attend three (3) Board

meetings during the year between one Annual Meeting and the next Annual Meeting, as defined in Article III, without proper cause may be removed by the affirmative vote of a majority of the remaining Directors.

Section 5. All vacancies among the Directors, including, but not limited to, vacancies caused by removal for cause, may be filled by the affirmative vote of a majority of the remaining Directors, utilizing such election procedures as the Board, from time to time, may determine. A Director elected to fill a vacancy shall serve until the next succeeding Annual Meeting and until his/her successor shall have been elected to serve the balance of the term.

Section 6. The business affairs and the activities of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute, by the Certificate of Incorporation or by these By-Laws directed or required to be exercised or done by the Members.

Section 7. The Board of Directors, by the vote of at least two-thirds (2/3) of the entire Board of Directors, may authorize the purchase or lease of real property by the Corporation, or may sell or lease the real property of the Corporation, provided, however, that such a transaction is also approved by the affirmative vote of at least two-thirds (2/3) of the votes cast at an Annual Meeting or a Special Meeting.

Section 8. The Board of Directors, by the vote of at least two-thirds (2/3) of the entire Board of Directors, may authorize the issuance of a mortgage on real property owned by the Corporation, or may issue a bond or execute an unsecured loan, provided, however, that such a transaction is also approved by the affirmative vote of at least two-thirds (2/3) of the votes cast at an Annual Meeting or a Special meeting.

Section 9. Notwithstanding the foregoing, the Board of Directors shall have the power to enter into contracts for the leasing of vehicles or equipment deemed appropriate and necessary for the interests of the community.

ARTICLE VII

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Meetings of the Board of Directors, regular or special, shall be held on Emerald Green Property. Notwithstanding the aforesaid, such meetings can be held by telephone provided that, by the earlier of the next regular meeting or within thirty (30) days of such telephone meeting, the Board of Directors shall evidence such a meeting in writing. There shall be at least ten (10) monthly meetings each calendar year.

Section 2. The first meeting of each newly elected Board of Directors shall be held immediately following the Annual Meeting and no notice of such meeting shall be necessary to the

newly elected Directors in order legally to constitute the meeting, provided a quorum shall be present.

Section 3. The time and place of the regular meetings of the Board of Directors shall be scheduled at the first meeting of the recently elected Board of Directors.

Section 4. Special meetings of the Board of Directors may be called by the President on two days' notice, or earlier in an emergency situation, to each director, given personally or by overnight mail, or email. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of one-third (1/3) of all the Directors. Notwithstanding the aforesaid, special meetings may also be conducted by telephone, pursuant to Section "1" of this Article. Concurrent with notice of a special meeting to Directors a notice of such meeting, stating the time, location, and agenda shall be sent to Members by email or via telephone. Notice of such special meeting will be added to the EGPOA website. However, if the Special Meeting will be one in which an executive session of the Board of Directors will be the only business conducted at the meeting, then there is no requirement to give notice of the meeting to the members.

Section 5. A majority of the Directors then in office shall constitute a quorum. The vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater or lesser number of Directors is required by statute, by the Certificate of Incorporation or by these By-Laws. A director may be present either in person or through electronic communications (such as Skype or Face Time). If a quorum shall not be present at any meeting of Directors, a majority of the Directors present may adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present.

Section 6. In the case of a Director participating in a Board meeting by electronic communications, a vote may be cast on any motion by such director only if:

A. a good faith effort must be made to obtain electronic participation of any other absent Board Member, including but not limited to telephone, and

B. the Director has been a party to the meeting for the entire time between the making and seconding of such motion before the Board and the time of the vote being taken.

Section 7. All meetings of the Board of Directors shall be open to Members as observers. Participation by Members in any portion of a Board Meeting shall be as determined appropriate by the Board. The Board may elect to meet in executive session, but only such portions of meetings where the agenda addresses matters of a) current or threatened litigation involving the Corporation, b) employee compensation or performance, or c) financial hardship appeals by Members.

Section 8. All meetings shall have minutes taken indicating each and every issue discussed. The

minutes shall include a record of all votes taken and how each Board member cast his or her vote.

Section 9. All minutes shall be available to the Members via the Association's website within five business days of approval by the Board.

Section 10. In the event of a problem with our facilities, including but not limited to fire, tornado, hurricane, electrical outage or any other emergency, meetings of the Board of Directors will be held at an alternative location in Sullivan County, will be announced to the Members.

ARTICLE VIII

COMMITTEES

Section 1. The President may designate Standing or Ad Hoc Committees, which shall be empowered to make recommendations to the Board of Directors. A Director, appointed by the President, shall chair each committee. Additional committee members shall be appointed or removed by the President from among the members in good standing, subject to review and approval by the Board of Directors.

Section 2. All meetings of committees, except for deliberations concerning legal or personnel matters, shall be open to members in good standing to observe the proceedings. Each committee may establish its own rules as to participation by visitors, provided, however, that only appointed members of a committee may cast votes on matters decided by a committee.

ARTICLE IX

NOTICES

Section 1. Whenever, under the provisions of statute, of the Certificate of Incorporation or of these By-Laws, notice is required to be given to any Director or Member, such notice may be given personally or in writing, by mail or electronically, addressed to such Director or Member, at his address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be date stamped by the U.S. Mail or when sent electronically, a minimum of seven (7) days before the effective date of the purpose of the Notice. When the method of notice is not stated in these By-Laws or Certificate of Incorporation, notice to Directors and Members may also be given by Express Mail or E-Mail or as otherwise designated in writing by the Member. This provision as to notice does not apply to Article III and Article IV regarding the requirements for notice to Members of the annual and/or special meeting of members.

ARTICLE X

OFFICERS

Section 1. The Officers of the Corporation shall be chosen by and from the Board of Directors and shall be a President, a Vice-President and a Treasurer. If the person selected to be Secretary of the Corporation is also a director, then such a Secretary shall also be an officer of the Corporation. The Board of Directors may also choose additional Vice-Presidents and one or more Assistant Treasurers or Secretaries.

Section 2. The Board of Directors at its first meeting after each Annual Meeting of Members shall choose a President, one or more Vice-Presidents, a Secretary and a Treasurer.

Section 3. Any officer elected or appointed by the Board of Directors may be removed as officer at any time by the affirmative vote of two-thirds (2/3) of the Board of Directors. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors.

THE PRESIDENT

Section 4. The President shall be the Chief Executive Officer of the Corporation, shall preside at all meetings of the Members and the Board of Directors, shall have general and active management of the activities and the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall have custody of the corporate seal of the Corporation and he or she shall have the authority to affix the same to any instrument requiring it and, when so affixed, it may be attested by his or her signature or by the signature of the Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his or her signature.

Section 5. The President shall execute bonds, mortgages, and contracts requiring a seal under the seal of the Corporation and take all actions required to effectuate Board determinations, except where required or permitted by statute to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

THE VICE-PRESIDENTS

Section 6. In the event that the President is not available or not capable of fulfilling the responsibilities of the office of President, the Vice-President or, if there shall be more than one, the Vice-Presidents in the order determined by the Board of Directors, shall perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

THE TREASURER

Section 7. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of

the Corporation in such depositories as may be designated by the Board of Directors.

Section 8. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursement, and shall render to the President and the Board of Directors at its regular meetings, or when the Board of Directors so requires, an accounting of all his or her transactions as Treasurer and of the financial condition of the Corporation.

Section 9. The Board of Directors shall procure a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of Treasurer and for the restoration to the Corporation, in case of the Treasurer's resignation, retirement, or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation. Such a bond shall also cover all persons who are entitled to sign corporate checks and/or to withdraw money from any of the Corporation's accounts.

Section 10. In the event that the Treasurer is not available or not capable of fulfilling the responsibilities of the office of Treasurer, the Assistant Treasurer or, if there be more than one, the Assistant Treasurers, in the order determined by the Board of Directors, shall perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

THE SECRETARY AND ASSISTANT SECRETARIES

Section 11. The Secretary shall be appointed by the Board of Directors. The Board of Directors may also appoint one or more Assistant Secretaries.

Section 12. The Secretary shall attend all meetings of the Board of Directors and all Annual and Special Meetings of the Members and record all the proceedings of such meetings in a book to be kept for that purpose at the Corporation's office. The Secretary shall give, or cause to be given, notice of all Annual and Special Meetings of the Members and all regular and special meetings of the Board of Directors and perform such other duties as may be prescribed by the Board of Directors under whose supervision he or she shall be.

Section 13. In the event that the Secretary is not available or not capable of fulfilling the responsibilities of the office of Secretary, the Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board of Directors, shall perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

ARTICLE XI

GENERAL PROVISIONS

Section 1. A Member may not assign or transfer his or her Membership, so long as he continues to own a plotted lot or house in Emerald Green. Simultaneously with the transfer, voluntary or involuntary, of such a plotted lot or house, the transferring Member shall lose all rights as a Member with respect to such lot or house.

Section 2. Each Member shall be bound by these By-Laws and all amendments thereof.

Section 3. All checks or demands for money and notes of the Corporation shall be signed by at least two (2) Directors or such other persons as the Board of Directors may from time to time designate.

Section 4. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 5. The books of the Corporation shall be kept in the Corporation's office.

Section 6. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "New York". The seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or in any manner reproduced.

Section 7. All meetings of the Members, the Board of Directors, and committees are to be conducted according to Robert's Rules of Order. In the event of any conflicts in language between Robert's Rules of Order and the By-Laws or Articles of Incorporation of the Association, the By-Laws or Articles of Incorporation shall prevail.

Section 8. All litigation by or against the Corporation shall be venued in Sullivan County, New York.

ARTICLE XII

DUES, ASSESSMENTS AND FEES

Section 1. The annual dues and assessments shall be fixed by the Board of Directors based upon the formula that a Home Owner Member shall pay four (4) times that paid by a Lot Owner Member. Dues and assessments are not assessed to Undeveloped Lot Owner Members.

A. Notwithstanding the aforesaid, should a Lot Owner Member elect to utilize any or all of the facilities and/or activities owned or provided by the Corporation, such a Lot Owner Member shall pay the dues and assessments paid by a Home Owner Member on one (1) such lot owned by the Lot Owner Member.

B. Notwithstanding the aforesaid, should an Undeveloped Lot Owner Member elect to utilize any or all of the facilities and/or activities owned or provided by the Corporation, such an Undeveloped Lot Owner Member shall pay the dues and assessments paid by a

Home Owner Member on one (1) such lot owned by the Undeveloped Lot Owner Member.

C. Once a Lot Owner Member or an Undeveloped Lot Owner Member has elected to utilize the Corporation's facilities and/or activities and has thereby paid the same dues and assessments as a Home Owner Member, then such a Lot Owner Member or Undeveloped Lot Owner Member shall thereafter be required to pay the dues and assessments of a Home Owner Member. Upon any sale or transfer of such a Lot, the new owner shall not be bound by the election of the prior owner.

Section 2. Annual dues, assessments, payments due the Reserve Fund, payments due the Legal Fund, or any such financial obligations payable pursuant to a payment plan approved by the Board of Directors, and fees shall be paid by all Members of the Corporation by a date to be set by the Board of Directors. The Members must be given at least thirty (30) days prior notice of such a due date, except in an emergency situation.

Section 3. The annual dues of any given year may be increased by a vote of the Board of Directors, provided that such increase shall not be greater than five percent (5%) of the annual dues fee for the previous year, rounded to the nearest dollar. Increases in annual dues fees in excess of such amount shall not become effective until the same are adopted by the Board of Directors and approved by the affirmative vote of a majority of the votes cast by Members of the Corporation at an Annual Meeting or a Special Meeting of Members at which such proposed increase shall be presented.

Section 4. Assessments shall become effective only if adopted by the Board of Directors and approved by the Members as in the same manner provided in Section "3" of this Article.

Section 5. A project for which Members approved dues may not be eliminated without Membership approval. Should such a project be eliminated, dues payments shall be reduced by the amount of the increase voted upon in future years' dues.

Section 6. If a new budget is not adopted pursuant to the aforesaid procedure, then the prior year's budget shall automatically be reinstated for the next year, until a new budget is adopted.

Section 7. Each budget shall contain a contingency sum of at least five (5%) per cent of the total dues.

Section 8. All fees, if any, shall be set by the Board of Directors for the use of the Corporation's facilities or attendance at any event sponsored by the Corporation. The Board of Directors may delegate this authority to the Recreation Committee or the Shows Committee with respect to events conducted under the auspices of such committees, as applicable.

Section 9 A Member who fails to pay any financial obligation to the Corporation within thirty (30) days of its respective due date, as provided for in Section 2 of this Article, shall not be

considered in good standing (also referred to in these By-Laws as being in "arrears"). A member who is not in good standing shall not have the right to use any of the Corporation's facilities, to participate in events sponsored by the Corporation, to cast a vote on any matter submitted to the membership for approval, to cast a vote for the election of Directors, run for or serve on the Board of Directors, serve on any committee, or serve as an employee of, or contractor to, the Corporation. Such restrictions on members who are not in good standing shall remain until all monies due, plus any related penalties, are paid in full.

Section 10. The Board of Directors is empowered to establish optional, periodic payment plans for the payment of annual dues of Members in the Board's discretion.

ARTICLE XIII

RESERVE FUND

Section 1. The Corporation shall maintain a Reserve Fund for capital purposes, including, without limitation, reserves for capital improvements, capital repairs or alterations or modifications to building structures and components, for the lakes, and to the Corporation's amenities, facilities, and equipment.

Section 2. The Reserve Fund shall be maintained in a separate fund from the other funds of the Corporation. Notwithstanding the aforesaid, such funds need not be segregated in separate cash accounts.

Section 3. Payments to the Reserve Fund shall be treated as capital contributions and not as income.

Section 4. Each Member shall pay a sum equal to five (5%) percent of the Member's total dues as a contribution to the Reserve Fund each year.

Section 5. At the Annual Meeting the Members of the Corporation shall have the right to increase/decrease the annual contribution to the Reserve Fund by a majority vote.

Section 6. The Board of Directors shall utilize the funds contained in the Reserve Fund upon a majority vote of the Board and upon a majority of the votes cast by Members at an Annual or a Special Meeting.

Section 7. Notwithstanding anything to the contrary contained in this Article, no expenditure from the Reserve Fund shall be made without the prior approval of the Members, with the exception of expenditures not to exceed ten thousand dollars ($10,000.00) in each Fiscal Year that the Board, by a two-thirds vote of those present and voting, may expend at its discretion for unbudgeted occurrences dealing with necessary repair or maintenance of the Entertanium, Clubhouse, pool, dams, lakes, grounds, or other facilities, or the repair or replacement of existing

equipment or vehicles. The Board shall not approve any project(s) under the authority granted by this Section 7 if the total cost for such project(s) would require funding in successive fiscal years. In addition, in the event of an emergency or unforeseen occurrence dealing with a repair or maintenance of the Entertanium, Clubhouse, pool, dams, lakes, grounds, or other facilities, or the repair or replacement of existing equipment, the Board of Directors shall be authorized to utilize the Reserve Fund, in whole or in part, up to an amount not to exceed seventeen thousand five hundred dollars ($17,500) for such a repair or maintenance, or replacement, upon the vote of two-thirds (2/3) of the entire Board of Directors for such an expenditure. For purposes of this Article XIII "emergency" shall mean an occurrence that causes the Entertanium, Clubhouse, or the pool, or any vehicle owned or leased by the Association, to not be available or accessible for its normal and safe use by the Members.

ARTICLE XIV

TRANSFER AND CONSTRUCTION FUND

Section 1. Transfer fees are payable to the Corporation, as follows:

A. One Thousand, Six Hundred and Fifty Dollars ($1,650) for transfer of a lot with an existing house thereon to a new owner (which fee shall be paid by the "buyer" prior to the buyer's being recognized as a Member of the Corporation), subject at the Board of Directors' discretion to an annual increase each May 1st, beginning May 1, 2017, such increase being limited to the increase in the Consumer Price Index, all urban consumers, all items index, not seasonally adjusted, during the immediately preceding year, rounded to the nearest dollar;

B. Five Hundred and Fifty Dollars ($550) for transfer of each developed lot, that is, a lot that has a sewer and water connection, but not a house (which charge shall be paid by the "buyer" prior to the buyer's being recognized as a Member of the Corporation);

C. Fifty Five Dollars ($55) for transfer of each undeveloped lot (which charge shall be paid by the "buyer" prior to the buyer's being recognized as a Member of the Corporation).

Section 2. Changes in transfer fees shall be set in the following manner:

A. The Board of Directors shall fix transfer fees at the Reorganizational Meeting of the Board of Directors directly following the Annual Meeting.

Section 3. A separate Transfer and Construction Fund shall be created for these transfer and construction fees. Membership initiation fees and proceeds from the sale of the Corporation's properties shall also be included in this fund. These funds shall be used solely for the expansion and major structural repairs of Corporation facilities and equipment and to provide for the maintenance and future growth of such facilities and equipment. Notwithstanding the aforesaid,

such funds need not be segregated in separate cash accounts.

Section 4. Notwithstanding anything to the contrary contained in this Article, no expenditure from the Transfer and Construction Fund shall be made without the prior approval of the Members. However, in the event of an emergency or unforeseen occurrence dealing with a repair or maintenance of the Entertanium, Clubhouse, pool, dams, lakes, grounds, or other facilities, or the repair or replacement of existing equipment, the Board of Directors shall be authorized to utilize the Transfer and Construction Fund, in whole or in part, up to an amount not to exceed seventeen thousand five hundred dollars ($17,500.00), for such a repair or maintenance, or replacement, upon the vote of two-thirds (2/3) of the entire Board of Directors for such an expenditure. For purposes of this Article "emergency" shall have the same meaning as defined in Article XIII above.

ARTICLE XV

LEGAL FUND

Section 1. A separate fund shall be maintained by the Corporation for funds raised specifically for the purposes of creating and maintaining a Legal Fund. Notwithstanding the aforesaid, such funds need not be segregated in separate cash accounts.

Section 2. The funds set aside in the Legal Fund shall not be used for any purpose other than legal matters of the Corporation without the prior approval of the Members.

ARTICLE XVI

FINANCIAL STATEMENT AND BUDGET

Section 1. The Corporation will retain independent accountants who will prepare an annual financial statement, which statement will be delivered to the Members at the Annual Meeting, or made accessible to the Members as soon thereafter as practicable if the statement is received from the independent accountants after the Annual Meeting.

Section 2. Each Member will receive a proposed budget for the next fiscal year with the notice of the Annual Meeting, approved by the Board of Directors, which budget shall be voted upon by the Members at the Annual Meeting. At the time that the proposed new budget is provided to the Members, the Members shall be provided with a statement of the actual income and expenditures for the previous full fiscal year and projections of income and expenditures for the then-current fiscal year.

Section 3. All expenditures for maintenance and capital improvements in excess of Five Thousand Dollars ($5,000) must have a minimum of three (3) written bids, unless after a good faith effort the Corporation is unable to obtain such bids. Such bids shall be obtained through a

"sealed bid" process, whereby no bidder is aware of bids submitted by others prior to the submission of all bids.

Section 4. No director or committee, nor the Community Manager, having been allotted a specific sum by the approved budget of the Board and the Membership, may increase such expenditure, or create a new expenditure, without first obtaining approval of the Board of Directors, if such excess is over the amount of Five Hundred Dollars ($500), or 25 per cent of the authorized expenditure, whichever is smaller.

Section 5. The Board of Directors must approve any expenditure in excess of Two Thousand Five Hundred Dollars ($2,500), prior to a commitment for such expenditure, regardless of whether such expenditure is part of a previously approved budget, with the exception of any such expenditure that has been approved by the Members as part of a non-budget resolution.

Section 6. Expenditures of an approved budgetary item may not exceed by ten (10%) percent the amount approved except under extraordinary circumstances as determined by the Board of Directors.

ARTICLE XVII

THE CORPORATION'S RULES AND REGULATIONS

Section 1. All Members are required to adhere to the covenants and restrictions attached to their deeds or titles which include, but are not limited to, mandatory Membership in the Corporation; adherence to the Corporation's rules and regulations; provisions relating to construction of new homes; provisions relating to the maintenance of lots and existing homes; and restrictions on the use of properties.

Section 2. The Board of Directors is authorized to establish and to thereafter revise, amend and/or discontinue Building Code regulations, which regulations must be adhered to by each Member. Any such revisions, amendments or discontinuances shall not become effective until approved by an affirmative vote of at least two-thirds (2/3) of the votes cast at an Annual or a Special Meeting of Members at which such proposed changes shall be presented. Any variance from the Building Code requires the affirmative vote of seven Members of the Board of Directors.

Section 3. The Board of Directors is authorized and empowered to establish and to thereafter revise, amend and/or discontinue Rental rules, regulations, and charges for the use of the Corporation's facilities and amenities, in regard to the renting of homes at Emerald Green, which must be adhered to by each Member. Such charges shall be treated as additional dues assessed to Members whose homes are being rented, as dues are treated in these By-Laws.

Section 4. Any Member who rents out his/her home shall be liable to the Corporation and the other Members of the Corporation for any and all damages reasonably sustained by the

Corporation (and/or to the Corporation's facilities) and/or to the other Members as a result of the actions of the tenant and/or anyone who is a guest of such tenant.

Section 5. The Board of Directors is authorized and empowered to establish and to thereafter revise, amend and/or discontinue rules relating to the safe use of the Corporation's facilities, including but not limited to the lakes, pool, tennis courts, playgrounds and Entertanium, which must be adhered to by each Member.

ARTICLE XVIII

ENFORCEMENT OF THE CORPORATION'S RULES AND REGULATIONS

Section 1. In addition to all other rights and remedies available to the Corporation, the Corporation shall have the right to impose fines on any Member who violates any or all of the applicable rules and regulations of the Corporation, and/or suspend privileges as set forth in Section 5 below. Such rules and regulations shall include, but not be limited to, those found in the Corporation's Certificate of Incorporation, these By-Laws, each Member's Deed, , and/or those rules and regulations adopted by the Board of Directors.

Section 2. The Board of Directors shall have the right to adopt and to thereafter revise, amend and/or discontinue the amount of such fines.

Section 3. Before any such fine is levied, the Member who is accused of such a violation of the Corporation's rules and regulations shall be afforded an opportunity to appear before the Board of Directors to present the Member's position. A Member otherwise in good standing shall remain in good standing until the Member's opportunity to appear before the Board of Directors has expired. Failure to appear, in person or in writing, at the scheduled hearing shall be considered a waiver by the Member of a right to appeal the fine. The Board of Directors may, after the hearing or waiver of hearing, impose the fine as of the date of the violation, or such later date as it may choose in its discretion.

Section 4. A Member who fails to pay such a fine or fines within thirty (30) days of its respective due date shall not be considered a "Member in good standing." Such a Member shall therefore not have the right to use the Corporation's facilities, to participate in events sponsored by the Corporation, to cast any vote at any meeting, or run for or serve on the Board of Directors or any committee.

Section 5. The Board shall have the additional authority to suspend any and all privileges of membership to any member who has violated the Rules and Regulations duly promulgated by the Board of Directors. The Board may delegate such authority to Officers of the Association, or employees or agents of the Association, to address instances that require immediate, on-site, action in response to violations. Suspensions of privileges under the authority of this Section 5 may be effective immediately. Any Member whose privileges have been suspended due to violation(s) of

the Association's rules and regulations shall be entitled to a hearing before the Board of Directors within five (5) business days of such suspension, during which time the suspension shall remain in effect. All decisions by the Board to rescind, sustain, shorten, lengthen, or otherwise amend the suspension shall be final and not subject to further appeal by the Member.

Section 6. Notwithstanding the provision of Article VII, Section 7, The Board of Directors may determine the imposition of fines in executive session so long as the results are reflected in the public minutes of such meeting.

ARTICLE XIX

DISSOLUTION

Section 1. In the event of the dissolution of the Corporation, any and all funds, property, rights and interest belonging to the Corporation shall be transferred to a successor or assignee not-for-profit corporation (the "Successor Corporation") engaged in activities substantially similar to those of the Corporation. The Successor Corporation shall undertake to perform like services to those of the Corporation, and be dedicated to purposes as identical as practicable to those to which such funds, property, rights and interest are required to be devoted by the Corporation.

ARTICLE XX

AMENDMENTS

Section 1. The Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors may offer to the Members any amendment, change or repeal of these By-Laws at an Annual Meeting or at a Special Meeting called for that purpose.

Section 2. An amendment, change or repeal of these By-Laws may also be proposed by Members holding not less than twenty (20) percent of the total number of votes entitled to vote at a meeting if all of the Members of the Corporation were present at such a meeting. Such proposal shall be delivered to the Board of Directors not less than ninety (90) days prior to an Annual Meeting either personally, by mail, or by email to the Corporation's office. Further, the proposal shall indicate the specific change(s) and be signed by the Members proposing such change.

Section 3. A proposed change to these By-Laws, pursuant to Section "1" or "2" of this Article, shall be submitted to the Members at an Annual Meeting or a Special Meeting. Such change shall be adopted if a quorum is present and if such change is then approved by the affirmative vote of at least two-thirds (2/3) of the votes cast at such meeting, provided notice of the specific proposed amendment, change or repeal be contained in or with the notice of such meeting.