

BY-LAWS

OF

THE WINDMILL CLUB, INC.

PREAMBLE

We, the members of THE WINDMILL CLUB, INC., a Corporation duly organized under the provisions of the Not-For-Profit Corporation Law of the State of New York, do, after the receipt of due notice of a special meeting held for that purpose, by and with the concurrent vote of not less than two-thirds of the members of the Corporation present at said meeting, repeal and annul the by-laws and all amendments thereto adopted prior to _____ and do hereby adopt the following by-laws to regulate the conduct and proceedings of the directors, officers and members of the Corporation, the admission of members and the rights, privileges and obligations of members.

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ARTICLE I

MEMBERSHIP

SECTION 1 – ELIGIBILITY FOR FULL MEMBERSHIP

Any adult person shall be eligible for membership in the Corporation who is:

- a. a resident owner or bona fide lessee in possession of property in the area commonly known and designated as Windmill Farm, Armonk, N.Y., and more particularly described in a certain deed recorded in the office of the Clerk of the County of Westchester, Division of Land Records, in Liber 4629 of Conveyances, page 458 (hereinafter referred to as Windmill Farm), except that property located at the eastern boundary of Windmill Farm commonly known as the gravel pit.
- b. in possession of a Membership Eligibility Certificate (MEC) in good standing, as defined herein.

Deleted: and, which as of November 1, 1969, had not been developed for residential use. With respect to the property commonly known as the gravel pit, which as of November 1, 1969 had not been developed for residential use, but which is developed for residential use as single family detached housing on individual lots on or before May 1, 1985, said property shall be included in the property in Windmill Farm which qualifies a resident owner and lessee in possession for eligibility for membership in the Corporation.

SECTION 2 – MEMBERSHIP ELIGIBILITY CERTIFICATE (MEC)

Membership Eligibility Certificates shall be offered by the Corporation each season to each Windmill Farm owner/resident on the terms and conditions set forth below:

- a. All MEC holders currently in good standing shall remain in good standing subject to the terms, conditions and obligations set forth herein.
- b. Subsequent offerings of MEC for subsequent seasons shall be made at such frequencies and shall be of such durations as the Board of Governors shall determine from time to time.

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- c. The annual offering price of a MEC shall be determined by the Board of Governors in accordance with the following formula.
1. For each offering, the Board of Governors shall determine the basic non-operating expenses (“MEC Expenses”) of the Corporation for the season in question. MEC Expenses shall include, by way of illustration and not limitation, expenses for insurance, real estate taxes, expenses for grounds and waterfront maintenance, expenses for painting and maintenance of the Club’s exterior, expenses for Windmill maintenance, administration expenses and expenses for road maintenance.
 2. The MEC Expenses, as determined in accordance with Paragraph 1 above, shall then be divided by the current total number of Windmill Farm owner/residents.
 3. The resulting dollar figure, rounded to the closest full dollar amount, shall be the offering price of a MEC for the offering in question.
- d. Any Windmill Farm owner/resident who purchases a MEC shall be entitled to become a member of the Corporation by paying the prevailing initiation fee, annual dues and Capital Maintenance Program fees (CMP) as established by the Board of Governors.
- e. Any Windmill Farm owner/resident who purchases a MEC and who subsequently sells his or her home, shall be entitled to transfer his or her MEC to the new owner/resident of his or her home, and such new owner/resident shall be entitled to become a member of the Corporation by paying the prevailing initiation fee, annual dues and CMP as established by the Board of Governors.
- f. Any Windmill Farm owner/resident who has not purchased from the Corporation or acquired from a previous Windmill Farm owner/resident a MEC, such owner/resident shall be required to pay a membership surcharge as the Board of Governors shall determine, in addition to the prevailing initiation fee, annual dues and CMP established by the Board of Governors.
- g. Any Windmill Farm owner/resident that purchases or acquires a MEC, shall be entitled to share in the joint ownership of property owned by the Corporation. Ownership of the lake, building, grounds and all other property shall rest solely with Windmill Farm owner/residents who are owners of MEC in good standing. In the event of a sale of any assets of the Corporation, distributions, if any, shall be limited to owners of MEC in good standing.
- h. The right of any person to vote or to take any action at any meeting of the members of the Corporation shall be limited to Windmill Farm owner/residents who are (i) owners of MEC and (ii) members of the Corporation in good standing.

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- Deleted: The Board of Directors shall have the right, in its sole and absolute discretion, to deny new membership application from Windmill Farm owner/residents who have not purchased from the Corporation or acquired from a previous Windmill Farm owner/resident, a Membership Eligibility Certificate.
- Deleted: If the Board of Directors elects, in its sole and absolute discretion, to accept a membership application from a Windmill Farm owner/resident who has not purchased from the Corporation or acquired from a previous Windmill Farm owner/resident a Membership Eligibility Certificate, such owner/resident shall be required to pay a membership surcharge in the amount of \$3,000 (or such greater amount as the Board of Directors shall determine from time to time) in addition to the prevailing initiation fee and annual dues established by the Board of Directors
- Deleted: Any Windmill Farm owner/resident who does not purchase from the Corporation or acquire from a previous Windmill Farm owner/resident, a Membership Eligibility Certificate, shall not be entitled to share in the joint ownership of property owned by t... [1]

- i. Any Windmill Farm owner/resident who purchases from the Corporation or acquires from a previous Windmill Farm owner/resident, a MEC, shall be entitled to inspect the books and records of the Corporation.
- j. The Board of Governors is empowered to publish and circulate to all Windmill Farm owner/residents and to all local real estate brokerage firms each year, a list of all current MEC owners.

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SECTION 3 – CONDITIONAL ADMISSION OF MEMBERS

In the event that any person, otherwise eligible for membership in the Corporation, should enter into a bona fide written contract for the purchase of a parcel of real estate in Windmill Farm, such person shall have the right to obtain a conditional membership in the Corporation.

SECTION 4 – ELECTION TO MEMBERSHIP

Each applicant for admission shall submit to the President or Secretary, or their designate (in duplicate), a written application in the form then prescribed by the Board of Governors, together with payment of the entrance fee and dues then applicable.

SECTION 5 – SPECIAL MEMBERSHIP

Anyone holding a special membership shall enjoy all of the rights and privileges of regular members in accordance with these By-Laws with the exception of the right to vote or hold office, shall have no ownership rights, and shall be bound by all rules and regulations in the same manner regular members are bound. There are four categories of special membership, which include renters, previous owners, children of previous owners and previous renters and lessees.

a. Renters - Any adult person who is renting or leasing a home in Windmill Farm from a member in good standing shall be eligible for a special membership during their rental agreement.

b. Previous Owners - Any adult person that has previously owned a home in Windmill shall be eligible for a special membership.

c. Children of Previous Owners - Any adult person that is the child of an individual that previously owned a home in Windmill shall be eligible for a special membership; and

SECTION 6 – ELECTION TO SPECIAL MEMBERSHIP

Each applicant for special admission shall submit to the President or Secretary, or their designate (in duplicate), a written application in the form then prescribed by the Board of Governors,

together with payment of the fees and dues then applicable. The Board of Governors, in its sole and absolute discretion, shall determine whether a special membership shall be granted.

SECTION 7 – RESINSTATEMENT OF MEMBERSHIP

FORMER MEMBERS

a. Any member, while in good standing, may take a leave of absence from the Windmill Club. The request for a leave of absence must be in writing to the Board. Said member, following a leave of absence, may be reinstated to membership upon written application to the Board provided that such reinstated member shall then meet all eligibility requirements, pay dues as specified herein, and have made uninterrupted MEC payments. If the said member has been absent from membership for one year or more, but not longer than five years, the member shall pay 10% of each year's membership fees for each year of absence, plus all assessments during the period of absence. In addition, any unpaid CMP fees are to be paid at the rates current at reinstatement. In the event that the leave of absence is longer than five (5) years, the member shall be considered a new member and subject to applicable all costs, fees and obligations.

SECTION 8 – TERMINATION REFUND

A member in good standing whose membership terminated in accordance with these By-Laws, provided that all annual dues have been paid in full on or before the due date, shall be entitled to a refund of two-thirds of the annual dues paid for that year if such termination occurs during the month of June and one-third if such termination occurs during the month of July.

SECTION 9 – TRANSFER OF MEMBERSHIP

Membership in the Corporation may not and shall not be assigned, transferred, sold or conveyed and any such purported assignment, transfer, sale or conveyance shall be void ab initio.

SECTION 10 – DESIGNATION OF MEMBER

Only the person who is the record owner or the lessee named in a written lease shall be recognized as the member representing the particular parcel which served as the ground of eligibility for membership, said lease to be shown to the Admission Committee upon request. In the event that two or more persons are the record owners or lessees of such property, then such record owners or lessees shall designate in writing the one who shall be the member in the Corporation.

Each member in good standing shall have one vote. The spouse of a member in good standing shall have the right to attend all regular and special meeting of the members, the right to be heard at such meetings and the right to serve on all committees, but the spouse shall not be entitled to notice of any regular or special meeting.

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Deleted: B. Any former member who has sold his or her home and who resides outside of Windmill Farm, may be reinstated to membership upon written application to the Board of Governors. Said former member may be reinstated to membership by a majority vote of the Board at a meeting duly called. Such former member shall enjoy all the rights and privileges of regular members with the exception of the right to vote or hold office, and they have no ownership rights. The shall be bound by all rules and regulations in the same manner regular members are bound. Such former member shall pay dues as specified in Article II, Section 3, and if the former member has been away from the Club for one year or more, the member shall pay \$100.00 for each year away from the Club up to the amount of the prevailing initiation fee.¶

¶ C. Any current Windmill Farm resident who was a former member, and who had his or her membership terminated without an approved leave of absence prior to 1985, may upon application to the Board of Governors, have his or her membership reinstated. Such former member may be reinstated to membership by a majority vote of the Board at a meeting duly called.¶

¶ Such member can be reinstated to membership provided that such reinstated member shall meet all eligibility requirements, including uninterrupted payment of MEC fees, and pay dues specified in Article II, Section 3. If such member has been absent from the Club for one year or more the member shall ... [8]

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All of the dependents and wards and the spouse of the member actually residing with the member in Windmill Farm shall be entitled to use and enjoy all of the Club facilities and to participate in all Club functions and events subject only to such rules and regulations as may be promulgated concerning the same.

SECTION 11 – RESIGNATION

Any member may withdraw from the Corporation after fulfilling all obligations to the Corporation by giving written notice of such intention to the Secretary. All resignations shall be read at the next succeeding meeting of the Board of Governors but no action of the Board shall be required to make the resignation effective.

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SECTION 12 – SUSPENSION AND EXPLUSION OF MEMBERS WITHOUT PREFERRING CHARGES

Members who fail to pay their dues, house charges and other fees duly fixed and determined by the Board of Governors and these By-Laws, within thirty days from the date of mailing to such members of a bill for such dues, house charges or other fees, shall be duly notified in writing by the Secretary, and unless payment is made within thirty days of such notice the member shall be suspended from membership until such time as the member effects payment of said dues, house charges or other fees.

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Any member who shall be suspended pursuant to the provisions of this section shall lose all rights and privileges as a member of the Corporation during the period of suspension, but upon payment of all arrears and any additional dues, charges and fees that shall accrue during the suspension, shall be reinstated to membership.

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If a member shall fail to pay said dues, house charges or other fees for a period of three calendar months from the date of suspension, then such members shall be expelled from membership and shall be so notified in writing by the Secretary. Any member so expelled, shall, on the date of his expulsion, lose all of the privileges and rights of a member of the Corporation.

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Any member who has been expelled for non-payment of dues, house charges or other fees may be reinstated to membership by a vote of not less than three-fourths of the Governors present at a meeting duly called, provided that the expelled member pays in full all arrears in dues, house charges and other fees which had become payable to the time of his expulsion together with all additional dues and fees that shall have accrued and become payable between the time of the expulsion of the member and his reinstatement to membership including any fines or special fees fixed and determined by the Board of Governors.

Any member not reinstated for a period of five years shall additionally be subject to the dues, charges and fees required of new members.

SECTION 13 - LOSS OF CLUB PRIVILEGES DURING PERIOD OF SUSPENSION

Whenever a member shall be suspended under any of the provision of these by-laws, neither the said member nor any ~~his family or guest~~ of the member shall use any of the club facilities during the period of such suspension. A violation of this section shall constitute grounds for the expulsion of the member in accordance with ~~these by-laws~~.

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SECTION 14 – PRELIMINARY PRACTICE ON CHARGES PREFERRED AGAINST MEMBERS

Any member in good standing may file with the Secretary a written statement setting forth specifically any act or acts of misconduct of another member ~~which~~ the complaining member believes merits disciplinary action by the Board of Governors. The written charges shall be signed and duly verified by the complaining member. Upon receipt of such written charges, the Secretary shall present the same at the next succeeding meeting of the Board of Governors and the President shall appoint a committee of not less than three nor more than five members to investigate and consider charges. The Board of Governors shall then determine whether the charges should be summarily dismissed or a hearing held. If a hearing is ordered then the procedure set forth in Section 15 shall be followed. If the charges are dismissed, all interested parties shall be so notified by the Secretary.

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SECTION 15 – CENSURE, SUSPENSION AND EXPULSION

Any member may be suspended or expelled for violating any provision of the By-Laws, House Rules or any resolution duly adopted by the Board of Governors or the members or for conduct prejudicial to the Corporation. Such suspension or expulsion may only be affected by the concurrent vote of not less than three-fourths of the whole number of Governors at a meeting duly called for that purpose, provided always that prior to said meeting,

- (a) a written statement of the charges against the member shall have been duly served upon such member not less than fifteen (15) days prior to such meeting;
- (b) the said written notice shall state ~~the date, time and place when a hearing will be held~~ on the charges;
- (c) the said written notice shall advise the member of his right to defend against the charges and the right of the member to be represented at the hearing by counsel of ~~the member's~~ own choice but at ~~the member's~~ own expense.

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At the time and place set for the hearing, the Board of Governors shall proceed to hear the evidence in support of the charges and shall hear the evidence, if any, offered by the member. The Board may, in its sole discretion, adjourn the hearing and hold as many hearings as may be necessary in order to afford all interested parties full and equal opportunity to present evidence pertaining to the written charges. At such hearings, the Board of Governors shall not be bound by the technical rules of evidence, nor shall they accept hearsay evidence.

Upon the conclusion of the evidence, the Board of Governors may adjourn the meeting to a date certain and shall at such adjourned meeting file its determination in writing. The written decision shall be certified by the Secretary as representing the determination of the Board.

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The Board of Governors may, at the conclusion of the hearing, hold its deliberations in private.

In the event that any member should fail to defend against any charges preferred against him, the Board shall nevertheless be required to hear the evidence of the complainant before making a determination. In the event, however, that the complainant should fail to present evidence to sustain the charges, the charges may be dismissed by default.

The Board of Governors shall have the sole discretion to determine whether a complainant has sustained a particular charge or charges of misconduct against another member and shall have the right to suspend, censure or expel a member if the charges are sustained.

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SECTION 16 – OBLIGATION OF EXPELLED MEMBERS

All expelled members shall continue to remain liable to the Corporation for all dues, house charges and other fees which were payable prior to the time of the expulsion of the member, and the Corporation shall have the right to demand, sue for and receive all sums due from such expelled member including any legal fees and court costs disbursed in collecting such sums.

SECTION 17 – TERMINATION OF MEMBERSHIP OF OFFICER AND GOVERNOR

Upon the termination of the membership of any officer of Governor, by whatever way the same may be terminated, the office held by such member shall immediately be deemed forfeited and the Board of Governors shall thereupon fill the vacancy in the manner and within the time hereinafter provided.

ARTICLE II

DUES

SECTION 1 – FISCAL YEAR

The fiscal year shall begin on the first day of January and end on the 31st day of December of the same year.

SECTION 2 – ANNUAL DUES

The annual dues for members shall be such sum as may be fixed and determined at the annual meeting of the members immediately preceding the date for the payment of such dues. The annual dues shall be due and payable on or before April 15, which shall be deemed the due date unless the Board of Governors determines and fixes a different due date.

The annual dues for any member where an owner/resident or a spouse of an owner/resident is ~~55 and over during the season that the Windmill Club is open~~ shall be fixed at one-half of the rate for other members. Any assessments shall also be fixed at one-half of the rate charged to other members, provided, however, that the full amount of all MEC obligations shall be paid. Any member who pays dues under this Section shall be entitled to full membership in the Corporation and all rights and privileges pertaining thereto.

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SECTION 3 – DUES FOR NEW MEMBERS

All persons admitted to membership from the first day of January to and including the thirtieth day of June of any year shall be required to pay a full year's dues. The Board may, at its discretion and on a case-by-case basis, determine that certain members may not be required to pay a full year's dues. All persons admitted to membership during the period July 1 to July 31st shall pay two-thirds of the full year's dues plus payment in full of all entrance fees and assessments then applicable. All persons admitted to membership during the period August 1st through the closing date of the Club for the year involved, shall pay one-third of the full year's dues plus payment in full of all entrance fees and assessments then applicable.

SECTION 4 – DUES FOR SPECIAL MEMBERS

In a similar manner, all persons admitted to special membership shall be required to pay special fees, including the regular dues, as determined and fixed by the Board of Governors.

SECTION 5 – ENTRANCE FEES

The Board of Governors shall determine and fix the entrance fees and special fees, if any to be paid as a condition to admission to membership, said entrance fees and special fees to be uniform for all applicants who may apply for membership during the year in which the said fee is fixed.

SECTION 6 – COMPROMISE OF ARREARS IN DUES OR ENTRANCE FEES

The Board of Governors may, by the concurrent vote of not less than three-fourths of the Governors present at any meeting, compromise any arrears or entrance fee due from any member on the application of such member for reinstatement pursuant to these By-Laws.

SECTION 7 – MINIMUM HOUSE CHARGES

The Board of Governors shall have the right at any regular or special meeting preceding the commencement of a fiscal year to establish a minimum house charge fee to be paid by every member. The member paying such minimum house charges shall have the right to credit the amount actually paid to any other house charges incurred during the said fiscal year by said member.

Due notice of the amount of minimum house charges shall be sent to each member at least thirty days prior to going into effect.

A member who fails to pay the minimum house charges which may be determined and fixed as above set forth shall be subject to the same penalties and obligations as he would be for the non-payment of any dues or other charges.

SECTION 8 – SPECIAL ASSESSMENT

When any capital expenditures is proposed which cannot be covered by the current year’s budget and which requires a special assessment of the membership, full details of the proposal together with proxy forms, must be mailed to all members of the Windmill Club, Inc. by the Club Secretary at least ten (10) days before the meeting (annual or special) at which the proposal is to come to vote.

ARTICLE III

MEMBERSHIP MEETINGS

SECTION 1 – ANNUAL MEETING

There shall be an annual meeting of the members of the Corporation on in or about the fourth quarter of the calendar year at the discretion of the Board of Governors, for the election of members of the Board of Governors, for receiving the annual reports of officers, directors and committees, and the transaction of any other business that might properly be brought before the members of the Corporation. Notice of such meeting shall be mailed to the last known residence address of each member at least ten days and not more than twenty days before the time appointed for the meeting.

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Notices of an annual or special meeting of the members of the Corporation shall set forth the place within the Town of North Castle, the date, time and purpose of the meeting.

SECTION 2 – SPECIAL MEETINGS

Special meetings of the members of the Corporation may be called at any time at the discretion of the President or a majority of the Board of Governors and shall be called upon the written request of not less than fifteen (15) members in good standing or 25% of the total number of members in good standing, whichever number is greater. Any such request shall fully state the purpose for which the special meeting shall be called and shall be signed by each of the members requesting such meeting. The Secretary shall mail written notice of any special

meeting to the members not less than five days and not more than twenty days prior to the date fixed for the meeting. The notice of special meeting when called at the request of the members, as above set forth, shall be mailed within ten days after the receipt by the President or Secretary of the written request for the meeting.

At any special meeting no business other than that relating to the business set forth in the notice may be transacted.

SECTION 3 – QUORUM

The presence in person or by proxy of one-eighth of the total number of members of the Corporation, provided that if one-eighth of the total number of members is less than fifteen, then not less than fifteen members shall constitute a quorum for the transaction of business except at special meeting for the election of Governors as provided in Section 603 of the Business Corporation Law, but a lesser number may adjourn the meeting from time to time until a quorum shall be present.

SECTION 4 – VOTING

Only members in good standing shall have the right to vote. Each member having the right to vote shall be entitled to only one vote.

SECTION 5 – PROXIES

Each person entitled to vote at any meeting may vote by proxy. Proxies shall be in writing and revocable at the pleasure of the person executing the same. Unless the duration of the proxy is specified, it shall be invalid after eleven months from the date of its execution.

SECTION 6 – ORDER

The order of business shall be as follows at all regular meetings of the Corporation and Board of Governors.

1. Calling of the Roll of the board.
2. Proof of Notice of Meeting or Waiver of Notice.
3. Reading the Minutes.
4. Receiving Communications.
5. Election of Governors or Officers at such meeting, if any.
6. Reports of Governors.
7. Reports of Committees.
8. Unfinished Business.
9. New Business.
10. Adjournment.

| Any question as to priority of business shall be decided by the President of such meeting without debate. The order of business above specified may be altered or suspended at any meeting by a majority vote of the members present.

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ARTICLE IV

GOVERNORS

SECTION 1 – NUMBER OF GOVERNORS

The property, affairs, business and concerns of the Corporation shall be vested in a Board of Governors consisting of fifteen (15) to twenty-one (21) members who shall be elected by the members of the Corporation at an annual meeting.

SECTION 2 – ELECTION AND TERM OF OFFICE

The Board of Governors shall be elected at each annual meeting of the members to serve for a term of three years as successors to the Governors whose terms will expire. In addition, elections shall be held at each annual meeting to fill the unexpired term of any governor whose office shall have become vacant since the prior annual meeting of the members.

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The term of office of any governor shall terminate on the day following the annual meeting of the year marking the termination of the term of such governor. All governors, however, shall serve until their successors shall have been elected and qualified. The term of all newly elected governors shall commence on the day following the annual meeting at which they were elected.

SECTION 3 – DUTIES OF GOVERNORS

The Board of Governors shall hold meetings at such times as they may deem necessary to properly conduct and manage the affairs of the Corporation. In addition to all other duties specifically enumerated in these By-Laws, the Board of Governors shall elect the officers of the Corporation.

SECTION 4 – MEETINGS OF THE BOARD

The Board of Governors shall meet twice a month during the season that the Windmill Club is open and once a month for the remainder of the year. The Board of Governors shall hold an annual meeting for purposes of nominating and electing officers, budget approval and such other matters deemed necessary. The Board of Governors shall meet at such other times as the Board may by resolution determine. Notice of each meeting specifying the time and place thereof shall be mailed to each member of the Board of Governors not less than ten days prior to the meeting.

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SECTION 5 – SPECIAL MEETINGS

Special meetings may be called by the President, at his or her discretion, or by any officer upon written request of not less than five (5) members of the Board. Written notice specifying the purpose of the special meeting and stating the date, time and place of the meeting shall be given to each member of the Board not less than one (1) day before the date scheduled for such a

meeting. At any special meeting the Board may only transact such business as was specified in the notice of meeting.

SECTION 6 – QUORUM

Seven members of the Board of Governors shall constitute a quorum for the transaction of business.

SECTION 7 – NOMINATING AND ELECTION OF GOVERNORS

The nominating committee shall, not less than forty-five days prior to the annual meeting, of the members, nominate the candidates for election to the Board of Governors. The nominating committee shall consist of two members of the current Board of Governors.

Candidates may also be designated by petition duly signed by not less than fifteen members in good standing of the Corporation provided the petition is filed with the Secretary not less than twenty days prior to the date fixed for the annual meeting. The Secretary shall mail a written notice to all members, at least ten days prior to the date fixed for the annual meeting, of the names of any candidates designated by petition as aforesaid. The Secretary shall make available for inspection by any member, the written certified slate of the nominating committee and any and all petitions which may be filed as aforesaid.

The nominating committee may select one or more of its own members as candidates.

No nominations of candidates may be made except as here in above specified.

At the annual meeting the Secretary shall read the names of all candidates duly nominated, as aforesaid, and shall state which of the candidates were designated by the nominating committee and which, if any, were designated by petition.

Candidate voting shall be by either written proxy, voice vote or show of hand, depending on the preference of the members present. The number of candidates, equal to the number of governors to be elected, receiving the highest number of votes shall be deemed elected.

SECTION 8 – REMOVAL OF GOVERNORS

The Board of Governors, may, at a special meeting called for that purpose, remove any governor for any cause deemed prejudicial to the best interest of the Corporation. The concurrent vote of not less than two-thirds of the governors shall be required for the removal of a governor.

Unexcused absence from three (3) consecutive regular meetings of the Board of Governors shall be sufficient cause for the removal of a governor.

SECTION 9 – VACANCIES

Deleted: If a quorum be not present at any regular or special meeting, a lesser number may adjourn from time to time until a quorum shall be present.¶

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Deleted: At the July meeting of the Board of Governors, the Board of Governors shall elect a nominating committee consisting of five members, not more than two of who may be elected from the members of the Board. Of the five members elected to the nominating committee, the one receiving the highest number of votes shall be deemed the chairman of the nominating committee. In the event that more than one member shall receive the same number of votes then the Board of Governors shall elect the one to be chairman of the committee. The Secretary fo the Corporation shall promptly notify each member of the nominating committee of his election. The chairman of the nominating committee shall, within twenty days after the election of the committee hold a meeting of the committee on not less than five days written notice to all members of the Corporation. The notice of meeting shall specify the date, time and the place within the Town of North Castle were the meeting shall be held and specify the purpose of the meeting. At such meeting any members of the Corporation shall have the right to recommend one or more persons as candidates for the office of Governor. All recommendations thus made shall be deemed advisory only and shall not be binding upon the committee. The meeting shall be continued and adjourned, if necessary, until every member present at the first meeting shall have had a full opportunity to recommend and discuss the candidate or candidates of his choice. No member shall have the right to be heard more than once. ... [9]

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Deleted: , by the concurrent vote of not less than three members of the committee

Deleted: The number of candidates shall in no event be less than five (5) nor more than seven (7). The names of the candidates, certified by the chairman of the committee, shall be filed with the Secretary and the Secretary shall ... [10]

Deleted: No one candidate shall be deemed to be in opposition to another specified candidate.¶

Deleted: Balloting

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Deleted: Of those elected, the candidate receiving the lowest number of votes shall be deemed to fill any unexpired term that was to be filled at such elections.¶

Whenever any vacancy shall occur in the Board of Governors by death, resignation or otherwise, the same shall be filled without undue delay by a majority vote of the remaining governors, although less than a quorum, at a special meeting which shall be called for that purpose. The person, so elected shall hold office until the next annual meeting of the members of the Corporation or until his or her successor shall be elected and shall have qualified.

SECTION 10 – ELIGIBILITY OF GOVERNORS

Governors must be members in good standing of the Corporation to be eligible for election.

ARTICLE V

OFFICERS

SECTION 1 – NUMBER

The officers of this Corporation shall be a President, one or more Vice-Presidents, General Counsel, a Secretary and a Treasurer. One member may be elected to hold the office of Secretary and Treasurer.

SECTION 2 – ELECTION OF OFFICERS

The Board of Governors shall elect a nominating Committee consisting of the President and two (2) members who shall present their recommendations for officers to the existing Board of Governors.

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The Board of Governors shall then elect those officers who shall hold office until the next annual meeting of the members and until their successors shall have been duly elected and shall have qualified.

A majority vote of a quorum of the Board of Governors shall be necessary to constitute an election.

Deleted: The election of officers shall take place during the first week of August or as soon thereafter as possible.¶
¶

SECTION 3 – DUTIES OF OFFICERS

The duties and powers of the officers of the Corporation shall be as follows:

PRESIDENT: The President shall preside at the meetings of the members of the Corporation and of the Board of Governors and shall be a member ex-officio, with right to vote, of all committees except a committee designated to investigate charges against a member as provided in Article I of these By-Laws. The President shall also perform all other duties as set forth in these By-Laws and such additional duties as are necessarily incident to the office of President of the Corporation.

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VICE-PRESIDENT: In case of the death or absence of the President, or his or her inability to act, the Vice-President or, if there are more than one Vice-Presidents, the First Vice-President, shall perform the duties of the office of President.

GENERAL COUNSEL: The General Counsel shall attend all meetings, where appropriate, and provide legal and other advice to the Board of Governors. The General Counsel shall also supervise outside legal counsel.

SECRETARY: It shall be the duty of the Secretary to give notice of and attend all meetings of the members of the Corporation and of the Board of Governors and keep a record of the meetings; to keep a calendar; ~~to notify the members of the Corporation of their election; and,~~ to perform all other duties required to be performed by the Secretary under the provisions of these By-Laws.

- Deleted: conduct all correspondence
- Deleted: to keep a list of the members of the Corporation;
- Deleted: ; to be keeper of the seal of the Corporation

TREASURER: The Treasurer shall keep an amount of all moneys received and expanded for the use of the Corporation, and shall make disbursements only upon approved vouchers. The Treasurer shall deposit all sums received, in a bank or banks approved by the Board of Governors and shall make annual reports to the members. The Treasurer shall render to and collect from members all bills for dues, house charges and other fees. The Treasurer shall be keeper of the seal of the Corporation.

- Deleted: approved in writing by the President or Vice-President of the Corporation, or their designees
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SECTION 4 – VACANCIES

All vacancies in any office shall be filled by the Board of Governors without undue delay at any meeting of the Board.

SECTION 5 – COMPENSATION OF OFFICERS AND GOVERNORS

None of the officers, or Governors of the Corporation, except as hereinafter stated, shall receive salary or compensation. The Board of Governors may provide for reimbursement of any officer or governor for disbursements incurred in connection with the business or affairs of the Corporation.

ARTICLE VI

COMMITTEES

SECTION 1 – APPOINTMENT

Except as hereinafter set forth, the President shall appoint all committee chairpersons who shall serve at the discretion of the President. The chairperson of each committee, except the Executive committee, shall appoint the members of their respective committees all of who shall serve at the discretion of the chairperson of the particular committee.

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- Deleted: s
- Deleted: pleasure
- Deleted: chairman
- Deleted: A committee shall be automatically dissolved upon the removal of any committee chairman or upon the termination of the term of office of the person appointing such committee or the members of such committee.¶
- Deleted: STANDING

SECTION 2 – COMMITTEES

The committees of the Club shall be

Executive	House
Entertainment	Buildings
Membership	Tennis
Special Events	Waterfront
Lake Preservation	Family Events
Young People	Grounds
Food Service	Publicity

The President shall from time to time establish such other committees as may reasonably be required in order to properly transact and carry on the business and affairs of the Corporation.

ARTICLE VII

AMENDMENTS

SECTION – 1

These By-Laws may be amended, repealed or altered in whole or in part by the concurrent vote of not less than two-thirds of the members present at any meeting called for that purpose.

ARTICLE VIII

SEAL

SECTION – 1

The Corporation shall have an official seal and the following is an impression of such seal.

[Corporate Seal]

ARTICLE IX

ROBERTS RULES OF ORDER

SECTION – 1

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Deleted: Budget and Finance Committee¶
 . . . Maintenance Committee¶
 . . . Admissions Committee

Deleted: (a) EXECUTIVE COMMITTEE. The Executive Committee shall be composed of all officers of the Corporation and shall, during all intervals between meetings of the Board of Governors, be vested with all the powers of the Board of Governors except that the committee shall not act contrary to any resolution adopted by the Board or contrary to any policy formulated by the Board. The Executive Committee shall also have the power to fix salaries and duties of all employees or other personnel engaged by the Corporation.¶

¶ (b) HOUSE COMMITTEE. The House Committee shall consist of at least five (5) members and the chairman thereof shall be a member of the Board of Governors. It shall be charged with the enforcement of house rules and regulations which it shall promulgate to the approval of the Board of Governors. It shall supervise and control all matters pertaining to the service and comfort of the members in the clubhouse and club grounds. It shall requisition supplies for the various departments of the clubhouse.¶

¶ (c) ENTERTAINMENT COMMITTEE. The Entertainment Committee shall consist of at least three (3) members and a chairman. The committee shall have charge and supervision of all entertainment and shall provide such entertainment as it shall deem favorable.¶

¶ (d) BUDGET AND FINANCE COMMITTEE. The Budget and Finance Committee shall consist of the various standing committees and the treasurer shall be chairman of the committee. The committee shall supervise all financial matters involving the operation of the club, the expenditure of funds and the preparation of a budget. The committee shall report to the Board from time to time as to the financial condition of the club and as to proposals for any capital or other expenditure.¶

¶ (e) MAINTENANCE COMMITTEE. The Maintenance Committee shall be in charge of the maintenance and improvements of club property and such other property, the care and maintenance of which have been assumed by { ... [11]

All questions of corporate procedure not specifically provided for by these By-Laws or any amendments to the same shall be determined by the latest published edition of ROBERTS RULES OF ORDER.

Any Windmill Farm owner/resident who does not purchase from the Corporation or acquire from a previous Windmill Farm owner/resident, a Membership Eligibility Certificate, shall not be entitled to share in the joint ownership of property owned by the Corporation. Ownership of the lake, building, grounds and all other property shall rest solely with Windmill Farm owner/residents who are (i) owners of Membership Eligibility Certificates and (ii) members of the Corporation. In the event of a sale of any assets of the Corporation, distributions, if any, shall be limited to Windmill Farm owner/residents who are (i) owners of Membership Eligibility Certificates and (ii) members of the Corporation.

If the said person should be elected to membership, then such election shall be conditioned upon said person acquiring the fee title to the premises and actually residing in the said premises within one year after such conditional election to membership. If, for any reason, said applicant does not acquire the fee title to said premises within said one year period, or having acquired said title fails to occupy the said premises within a four (4) month period, then, unless the time shall be extended by the Board of Governors for good cause shown, said membership shall terminate. In the event of such termination of membership, however, said applicant shall be permitted to reapply for membership upon the acquisition of title to such property and the actual residence of such applicant in said property.

SECTION 3 – EXISTING MEMBERSHIP

All present members in good standing are continued as members. The minutes of the meeting at which these by-laws are adopted shall contain a list of the present members in good standing and all other persons, otherwise eligible to membership, shall be required to apply for membership in the manner set forth in these by-laws.

Applicants upon receiving favorable vote of a majority of the members of the Committee on Admissions shall be duly admitted to membership. In the event that said applicant is not admitted to membership, the Secretary shall return to applicant the aforesaid payments.

The Secretary shall, within ten days after final action shall have been taken on any application for admission to membership, notify the applicant in writing of the action taken on such application.

Any adult person renting or leasing a home in Windmill Farm from a member in good standing shall be eligible for a special renter's membership and shall upon election to membership in accordance with the provisions of Section 4 of the Article,

Such special membership shall be granted to only one person even though more than one person rent or lease the same property.

B. Any former member who has sold his or her home and who resides outside of Windmill Farm, may be reinstated to membership upon written application to the Board of Governors. Said former member may be reinstated to membership by a majority vote of the Board at a meeting duly called. Such former member shall enjoy all the rights and privileges of regular members with the exception of the right to vote or hold office, and they have no ownership rights. They shall be bound by all rules and regulations in the same manner regular members are bound. Such former member shall pay dues as specified in Article II, Section 3, and if the former member has been away from the Club for one year or more, the member shall pay \$100.00 for each year away from the Club up to the amount of the prevailing initiation fee.

C. Any current Windmill Farm resident who was a former member, and who had his or her membership terminated without an approved leave of absence prior to 1985, may upon application to the Board of Governors, have his or her membership reinstated. Such former member may be reinstated to membership by a majority vote of the Board at a meeting duly called.

Such member can be reinstated to membership provided that such reinstated member shall meet all eligibility requirements, including uninterrupted payment of MEC fees, and pay dues specified in Article II, Section 3. If such member has been absent from the Club for one year or more the member shall pay \$100.00 for each year of absence, plus all assessments during the period of absence up to the total amount of the prevailing initiation fee.

D. Reinstatements after 1985 will only be considered for those applicants with prior approved leaves of absence (paragraph A above) and those applicants who were members in good standing who had moved from Windmill Farm (paragraph B above).

At the July meeting of the Board of Governors, the Board of Governors shall elect a nominating committee consisting of five members, not more than two of who may be elected from the members of the Board. Of the five members elected to the nominating committee, the one receiving the highest number of votes shall be deemed the chairman of the nominating committee. In the event that more than one member shall receive the same number of votes then the Board of Governors shall elect the one to be chairman of the committee. The Secretary for the Corporation shall promptly notify each member of the nominating committee of his election. The chairman of the nominating committee shall, within twenty days after the election of the committee hold a meeting of the committee on not less than five days written notice to all members of the Corporation. The notice of meeting shall specify the date, time and the place within the Town of North Castle where the meeting shall be held and specify the purpose of the meeting. At such meeting any members of the Corporation shall have the right to recommend one or more persons as candidates for the office of Governor. All recommendations thus made shall be deemed advisory only and shall not be binding upon the committee. The meeting shall be continued and adjourned, if necessary, until every member present at the first meeting

shall have had a full opportunity to recommend and discuss the candidate or candidates of his choice. No member shall have the right to be heard more than once.

At the conclusion of such meeting, the nominating committee shall meet in executive session and no member of the Corporation shall have the right to be present during the deliberations of the committee. The committee may, in its sole discretion, invite members to participate in the committee's deliberations.

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The number of candidates shall in no event be less than five (5) nor more than seven (7). The names of the candidates, certified by the chairman of the committee, shall be filed with the Secretary and the Secretary shall not less than thirty days prior to the date of the annual meeting send written notice to all members setting forth the slate of candidates selected by the committee.

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(a) EXECUTIVE COMMITTEE. The Executive Committee shall be composed of all officers of the Corporation and shall, during all intervals between meetings of the Board of Governors, be vested with all the powers of the Board of Governors except that the committee shall not act contrary to any resolution adopted by the Board or contrary to any policy formulated by the Board. The Executive Committee shall also have the power to fix salaries and duties of all employees or other personnel engaged by the Corporation.

(b) HOUSE COMMITTEE. The House Committee shall consist of at least five (5) members and the chairman thereof shall be a member of the Board of Governors. It shall be charged with the enforcement of house rules and regulations which it shall promulgate to the approval of the Board of Governors. It shall supervise and control all matters pertaining to the service and comfort of the members in the clubhouse and club grounds. It shall requisition supplies for the various departments of the clubhouse.

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(e) MAINTENANCE COMMITTEE. The Maintenance Committee shall be in charge of the maintenance and improvements of club property and such other property, the care and maintenance of which have been assumed by the club.

(f) ADMISSIONS COMMITTEE. The Admissions Committee shall consist of five (5) members and the chairman and two (2) members thereof shall be members of the

Board of Governors. The committee shall meet all candidates for membership and shall notify the Board of Governors of all members admitted to membership.

SECTION 3 – OTHER COMMITTEES