

# **By-Laws of**

## **Brookside Senior Citizens Cooperative Community, Inc.**

Revised 11/2012 - 18 Pages

### **1.0 Name and Location**

The name of the Corporation is Brookside Senior Citizens Cooperative Community, Inc. The principal office of the Corporation is with RJB Community Management, 27B West Market Street, P.O. Box 306 Red Hook, New York 12571. The Community itself is located in the Town of Philipstown, County of Putnam, and State of New York.

### **2.0 Purpose of Corporation**

The purpose of the Corporation is to provide its Members with Mobile home sites ("sites") and services at Brookside Senior Citizens Cooperative Community, Inc. ("Mobile Home Park") on a cooperative basis for the exclusive benefit of its Members in the manner stated in its Certificate of Incorporation. The Corporation may, however, rent sites to non-Member individuals to the extent it serves the purpose of providing sites and services to its Members.

### **3.0 Members**

#### **3.10 Applicant**

An applicant shall consist of one or more adult individuals (one of whom is 55 years or older) living together as a household, in a Manufactured home, owned or being purchased by applicant, without children, who each sign the written application for ownership of shares of stock in the Corporation.

#### **3.20 Eligible Applicant**

An eligible applicant shall be extended the privilege to become a Member of the Corporation.

#### **3.21 Process for Applicant to Become an Eligible Applicant**

An applicant shall become an Eligible Applicant when Applicant (and the manufactured home in which Applicant intends to reside) is approved by the Board of Directors of the Corporation for Member status.

### **3.30 Member**

A Member of the Corporation is a natural person who owns a share of stock in the Corporation and who occupies an authorized site. Each site shall be allocated one Member and one share in the Corporation, as described in the sub-section 4.31 of these By-Laws.

#### **Process for Eligible Applicant to Become A Member**

- (a) Eligible Applicant receives the required number of shares of common stock and receives the stock certificate;
- (b) Each adult Member of Eligible Applicant's household executes a Proprietary Lease in the form prescribed by the Corporation for the site to be occupied; and
- (c) Eligible Applicant assumes occupancy of an authorized site with a Board of Directors approved Manufactured home.

Upon satisfactory completion of requirements (a) and (b) above, the Eligible Applicant will be afforded the right to assume, within a reasonable time, occupancy of the site controlled by the Corporation.

### **3.40 Member in Good Standing**

A Member who is not in default with occupancy charges or additional charges due the Corporation. If the Corporation delivers written notice to a Member that such person is in default with lease charges, additional charges or in violation of the Proprietary Lease for some other reason, such Member is not in good standing until and unless the Member responds to the notice to the satisfaction of the Board of Directors or its delegate.

### **3.50 Termination of Member Status**

#### **3.51 Discretionary**

Member status is subject to termination pursuant to the terms of the Proprietary Lease upon a Member's substantial violation of the Proprietary Lease, or rules and regulations which have been approved by the full membership of Members.

#### **3.52 Automatic Termination**

Member status is terminated:

- When a Member transfers shares of stock in the Corporation;
- When a Member surrenders corporate stock for cancellation;

- When shares of stock are revoked;
- When a member abandons physical occupancy of an authorized site for a period of 60 days or more; or
- When a Member no longer owns the prerequisite legal interest in the Manufactured home occupied by Member.

### **3.60 Authority of the Members**

The Members retain the power and right to make the final decision regarding any of the following matters:

- (a) Any change in the amount of monthly or additional charges;
- (b) Any single expenditure requiring \$3,500.00 or more that is not included in the annual budget unless expenditure is to be used for any emergency or life threatening situation;
- (c) Any obligation that is secured with corporate assets;
- (d) Any contract for services for a period of time longer than 30 days regardless of Budget approval;
- (e) Approval of an annual budget;
- (f) Election of Directors and Officers;
- (g) Any financing or extended terms on corporation obligations beyond 90 days;
- (h) Time and place of Member meetings;
- (i) Change in the By-Laws of the Corporation; and
- (j) Expenditures of over-budget for emergency services only, needs to be pre-approved by the Board of Directors.

In addition, the Members retain the right to comment upon any proposed rule or regulation which may restrict the right of or impose an obligation upon Members prior to the vote of the Board of Directors on such proposal.

### **3.70 Meetings of members; Voting Rights**

At any meeting of the Corporation all Members in good standing shall be given the right to vote. The right to vote can be transferred to another Member providing a (witnessed) proxy statement has been filed with the Secretary of the Corporation at the meeting. Proxy statements must designate the Member to which the voting right is transferred and the time and date of the meeting at which it is to be used. The proxy statement is void if the Member signing it is at the meeting.

Members shall conduct a minimum of three meetings a year. The President of the Corporation shall preside at such meetings, and the Secretary of the Corporation will be responsible for the preparation of minutes. A quorum of one-third of Members, by attendance or proxy, shall be necessary to conduct the membership meetings. Unless otherwise required by law, the Certificate of Incorporation or these By-Laws, a majority of those present at any duly called meeting shall constitute the vote of the Members on any matter.

#### **4.0 Shares of Stock in Corporation**

##### **4.05 Commencement of Business**

The Corporation may commence business when 55% of the authorized capital stock has been purchased and paid. Until such occurrence the incorporators shall issue shares of stock, but, shall hold the shares and the funds in escrow until shares have been issued.

##### **4.10 Issuance of Shares of Stock**

The authority to issue shares of stock in the Corporation shall be with the Board of Directors.

##### **4.20 Who May Purchase Stock; Benefits of Stock; Par Value of Stock**

##### **4.21 Who May Purchase**

All shares of stock shall be issued or reissued in connection with the execution of a Proprietary Lease by an Eligible Applicant with the Corporation. The ownership of shares of stock shall entitle the holder to occupy an authorized site subject to the provisions of the Proprietary Lease. Ownership of a share shall also constitute acceptance by a Member of the provisions of these By-Laws, the provisions of the Proprietary Lease, of the rules and regulations of the park, all as amended from time to time.

##### **4.22 Par Value of Stock**

Each share of stock shall have no par value. All shares shall be common and be of equal value. The total par value of authorized shares shall not exceed the value of the total of the sites available from the Corporation. No share shall be issued for less than its par value nor issued until paid for in cash or its equivalent.

##### **4.23 Benefits of Shares of Stock**

All Members in good standing shall be entitled to vote at any meeting of Members. Each Member is entitled to one vote regardless of the number of shares of stock owned. Members in good standing shall be those who have satisfied all obligations of membership.

##### **4.30 Allocation of Shares of Stock**

##### **4.31 Among Members**

One share shall be issued to a Member.

#### **4.32 Joint Ownership of Shares**

When a share of stock held by a Member is to be owned by more than one individual each shall be designated at the time the share is purchased. Such share shall be held jointly with a right of survivorship. All owners must be qualified applicants (section 3.10). After the initial purchase (subscription) individuals may be added as jointly holding shares only upon approval of the Board of Directors.

If a joint shareholder departs permanently from the site, the remaining shareholder, if qualified (section 3.10), shall be entitled to remain in occupancy and shall retain all rights provided in the Proprietary Lease. The departing joint shareholder shall not be entitled to any payment from the Corporation and no transfer back to the Corporation shall be made until such time as the remaining Shareholder(s) shall depart the site. At that time, payment shall be made by the Corporation to the remaining Shareholder(s) alone in an amount as provided in 4.50.

#### **4.40 Stock Certificates and Share Ledger**

##### **4.41 Stock Certificate Ledger**

A record of each certificate shall be kept in a separate ledger. Certificates shall be issued in consecutive order, and there shall be recorded the name of the persons holding the shares, the number of shares, and the date of issue.

##### **4.42 Form of Certificate**

Each certificate shall state the par value of stock; the number of shares represented, the name of the owner, and shall bear the signature of the President or Vice President and Secretary of the Corporation.

##### **4.43 Return of Shares to Corporation**

Each certificate exchanged or returned to the Corporation shall be canceled; the date of cancellation shall be indicated on the certificate and retained in the corporate records.

##### **4.44 Legend of Share Certificates**

All certificates representing shares of stock of the Corporation shall bear a legend reading as follows:

The rights of any holder of the share evidenced by this Certificate are subject to the provisions of the Certificate of Incorporation and the By-Laws of Brookside Senior Citizens Cooperative Community, Inc. and to all the terms, covenants, conditions and provisions of a Proprietary Lease made between the Corporation as Lessor, and the person in whose name this Certificate is issued, as tenant, for a Mobile home site upon the premises known as Brookside Senior Citizens Cooperative Community, Inc. which limit and

restrict the title and rights of any person holding such shares and this Certificate. The shares represented by this Certificate are transferable only as an entirety and only to an Eligible Applicant approved by the Board of Directors. The By-Laws the Corporation has a first lien on the shares represented by this Certificate for all sums due and to become due under a Proprietary Lease.

#### **4.50 Transfer of Stock**

Shares shall not be transferable except as provided by this section.

#### **4.51 Option of Corporation to Purchase**

If a Member desires to permanently vacate the site, the Member shall notify the Corporation in writing of such intention and the Corporation shall have an option for a period of thirty (30) days to purchase the Member's shares of stock. Any stock certificate purchased by the Corporation shall be canceled. The purchase price of the stock will be determined by the Board of Directors in accordance with the Certificate of Incorporation and By-Laws of the Corporation and any policy approved by the Membership. A Member is to vacate the site not later than the date of transfer of the Certificate of the Corporation.

#### **4.52 Transfer of Stock to Others**

If the Corporation waives in writing its option to purchase the Member's stock, or if the Corporation fails to exercise its option within the thirty (30) day period, the Member may sell its stock to any Eligible Applicant (section 3.10) at a purchase price limited and restricted as prescribed by 4.70 of these By-Laws.

#### **4.53 Transfer by Death of Member**

If upon the death of a Member of the Corporation, his or her stock in the Corporation passes by will or intestate distribution to his spouse, child or dependent of the deceased, then such person, if an adult, may become a Member of the Corporation by assuming in writing the terms of the Proprietary Lease within thirty (30) days after the Member's death and by paying all amounts due under the Proprietary Lease if qualified as a member (section 3.10). If such or distribute is not so qualified, the corporation shall have a right of first refusal of said share for a period of thirty (30) days after being notified by the representative of the estate that such share is available for purchases. If such right is not exercisable, such share shall be sold only to a person who is a qualified member.

If the person who died was the sole adult of the household and the lease is not assumed by an immediate family member, then the Corporation shall have to purchase the stock from the deceased Member's estate in the manner provided in 4.51. Actual notice of the death is equivalent to notice of intent to withdraw. If the Corporation does not exercise its option to purchase, then the provisions of 4.52

shall apply, and the references to Member in 4.52 are to be interpreted as references to the legal representative of the deceased Member.

#### **4.60 Lost Shares; Surrender of Shares; Revocation of Shares**

##### **4.61 Lost Certificate Replaced**

The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates previously issued by the Corporation and claimed to have been destroyed or lost. The Board of Directors may as a condition to replacing the certificate require the Member to make an affidavit that he or she has not sold, transferred, assigned or otherwise disposed of the stock. The Board may further require that an indemnifying bond be furnished to protect the Corporation against any loss or damage by issuing a new certificate.

##### **4.62 Shares of Stock Surrendered**

A Member shall surrender his or her shares of stock for cancellation when the member decides to leave the Corporation and the Corporation elects to exercise its option to purchase the shares.

If the Member fails or refuses for any reason to surrender his or her shares to the Corporation within 10 days after proper demand for them or as ordered by a Court of Law, the shares shall be immediately canceled and may be reissued by the Corporation.

##### **4.63 Revocation of Shares**

Shares of stock shall be revoked upon the eviction of a Member for non-compliance with the terms of a Proprietary Lease and upon the death of a Member if not inherited and the obligations of the Proprietary Lease assumed as described in 4.63.

#### **4.70 Book Value of Stock Certificate Upon Transfer, Surrender or      Revocation**

Upon transfer to an Eligible Applicant, or transfer, surrender or revocation of the Corporation the payment to the member shall be calculated to include the following amounts and no others;

- (a) The sum equal to the purchase price of the share of stock held;
- (b) A proportionate share of the actual aggregate amortization paid by the selling Member on mortgages on the Brookside Senior Citizens Cooperative Community, Inc. as determined by the Board of Directors; and
- (c) The current value, as determined by the Board of Directors, of approved and Member financed improvements to the site.

Deductions shall be made for any amounts due the Corporation, including deductions for the past debts to the Corporation and costs reasonably incurred for repairs for damages to the site.

## **5.0 Proprietary Leases**

### **5.10 Format for Proprietary Leases**

The authority to execute and terminate Proprietary Leases shall be with the Board of Directors. The format and changes in the format and the provisions of a Proprietary Lease shall be approved by the Board of Directors. The leases, with or without provisions for renewals will contain restrictions, limitations, and provisions in respect to the assignment and subletting of the premises, the sale and/or transfer of the shares of the Corporation appurtenant to the premises, and such other terms, provisions, conditions, and covenants as the Board of Directors may determine.

After a Proprietary Lease in the form so adopted by the Board of Directors has been executed and delivered by the Corporation, all Proprietary Leases (as distinct from park rules) subsequently executed and delivered will be in the same form, except with respect to the statement as to the number of shares owned by the lessee, the use of the premises, and the date of commencement of the term, unless any change or alteration is approved by lessees owning at least one-third in amount of the shares of the Corporation then issued and outstanding.

### **5.20 Provisions of Proprietary Lease**

A Proprietary Lease is to be contract between the Corporation and a Member. The agreement shall contain such restrictions, limitations and provisions in respect to the transfer of stock, transfer of the Proprietary Lease, subletting of a mobile home or of a mobile home site and any other such provisions that are necessary to meet compliance with the Corporation's Certificate of Incorporation and these By-Laws.

### **5.30 Carrying Charges**

The Board of Directors is responsible for allocating a mobile home site to be leased to Members under Proprietary Leases, the amount of carrying charges payable by lessee of such site. As used herein, carrying charges means the total amount payable by each Member on a periodic basis and includes the proportionate share, corresponding to the particular site, of the following expenses:

- a) Principal and interest on all indebtedness secured by the land and improvements of the Corporation:
- b) Real estate taxes, local assessments, and the like;
- c) Maintenance costs, including amounts required to maintain sufficient cash reserves as determined by the Directors.
- d) Cost of management and operation; and



- e) Other expenses necessary to fulfill the purposes of the Corporation.

All such expenses, estimated for a given year, will constitute the annual cash requirements for that year, to be determined by the Board of Directors as set forth elsewhere in these By-Laws.

The "proportionate share" corresponding to any unit will be based on a percentage, the numerator of which shall be one and the denominator being the total number of sites then available for one in the park.

#### **5.40 Assignment**

Proprietary Leases will be assigned or transferred only in compliance with, and will never be assigned or transferred in violation of the terms, conditions, or provisions of the Proprietary Lease. A duplicate original of each Proprietary Lease will always be kept on file in the principal office of the Corporation or with the managing agent of the apartment building.

#### **5.50 Allocation of Shares**

The Board of Directors will allocate to each Mobile home site in the park of the Corporation to be leased to Members under Proprietary Leases, the number of shares of the Corporation that must be owned by the proprietary lessee of the space.

#### **5.60 Assignment of Lease and Transfer of Shares**

No assignment of any lease or transfer of the shares of the Corporation will take effect until (a) a proper assignment has been delivered to the Corporation; (b) the assignee has assumed and agreed to perform and comply with all the covenants and conditions of the assigned lease or has entered a new lease for the remainder of the term; (c) all shares of the Corporation appurtenant to the lease have been transferred to the assignee; (d) all sums due have been paid to the Corporation; and (e) all necessary consents have been obtained. Action of the Board of Directors with respect to the written application for consent to a proposed assignment or sublease must be taken within thirty (30) days after receipt of such written application.

No person to whom the interest of a lessee or shareholder may pass by law shall be entitled to assign any lease, transfer any shares, or sublet or occupy any apartment, except in compliance with the requirements of the lease and these bylaws.

#### **5.70 Fees for Assignment of Proprietary Lease**

The Board of Directors shall have the authority to fix a reasonable fee to cover the actual expenses and fees incurred by the Corporation in connection with each such proposed transfer.

#### **5.80 Corporation Lien**

The Corporation will at all times have a lien on each mobile home site which is a site together with its undivided share in the corporate assets appurtenant to that site, for all unpaid amounts and interest due the Corporation from the Member holding the Proprietary lease covering the unit, and for reasonable attorney's fees incurred by the Corporation when collecting the amounts or enforcing the lien.

Unless and until the Member defaults in the payment of any rent or any other indebtedness or obligation, the Proprietary Lease held by the Member will continue to stand in the name of the Member on the books of the Corporation, and the Member will be entitled to exercise all Member rights as though such lien did not exist. On the enforcement of the lien, however, the Corporation will have the right to issue to any purchaser of the stock, or to the nominee of the purchaser, a new lease substantially similar to the lease issued to the defaulting Member, and thereupon the lease originally issued to the defaulting Member will become void. The defaulting Member agrees to surrender such lease to the Corporation on demand, but the failure of the defaulting Member to surrender the lease will not affect the validity of the new replacement lease. The Corporation may refuse to consent to the transfer of shares of any Member indebted to the Corporation unless and until the indebtedness is paid.

### **6.0 Board of Directors**

#### **6.10 Number of Qualification**

The affairs of this Corporation shall be governed by a Board of Directors comprised of not less than a minimum of five and a maximum of nine persons who are members in good standing. Each Director shall be elected for a period of two years on a staggered schedule. All officers shall be elected for a two (2) year term. The President and Secretary on even years, the Vice President and Treasurer on odd number years. Only one member per household is allowed.

#### **6.20 First Organizational Meeting**

Within 60 days of the date that 55% or more of the authorized shares of stock are subscribed to and accepted by the Incorporators, the first organizational meeting of those persons designated as Directors shall occur. At this meeting the time and place for regular meetings shall be decided, officers of the Corporation elected and By-Laws adopted by the initial Directors.

## **6.25 Annual Election of Directors**

On the first Saturday of March of each year, weather permitting, the Corporation will hold an annual meeting. The election of the four Officers and any vacant Board positions shall be done at this meeting. Any Member can nominate himself or any Member in good standing for a position by submitting to the Secretary ten days prior to the annual meeting a letter stating the nominated person and the position. At the meeting all nominations shall be considered and those with the most votes shall be elected. All members in good standing are entitled to vote. Any person may be nominated for more than one office or position. The office of President shall be voted upon first, and upon its completion the office of Vice President, followed by the Secretary, then the Treasurer and finally the remaining Board positions.

## **6.30 Removal of Directors**

An elected Director may be removed from office if he fails to maintain the status of a Member in good standing with the Corporation. To remove any Director of office from the Board a petition must be submitted to the Board of Directors bearing a majority of the Members signatures after which the Board will call a special meeting of the Members for the purpose of considering the removal from office. After discussion and a motion, a roll call vote of the Members shall decide if the Officer or Director is removed from office. At any meeting called to consider the removal of a Director, the election of such removed Director's replacement may be considered.

## **6.40 Board Vacancies**

If the Office of President shall become vacant, the Vice President shall succeed the President. If any other Officer position becomes vacant, the Board of Directors shall fill the position from among the current non-officer Directors at a regular meeting of the Board of Directors for the Directors for the duration of the un-expired term.

If a non-Officer position of the Board shall become vacant, the Board of Directors can appoint a new Director until the next Annual election. (The person appointed cannot fill an Officer position.)

## **6.50 Compensation of Directors and Officers**

No salary or other compensation for services shall be paid to any Officer of the Corporation for services provided as an Officer, but they shall not prohibit an Officer from performing any other service for the Corporation and receiving compensation for it. Such services shall be described in writing and approved by the Board of Directors.

#### **6.60 Resignation**

Any Director may resign at any time by delivering a written resignation to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if not so specified, upon receipt of the notice.

#### **6.70 Meetings**

##### **6.71 Regular Meetings**

Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of Directors, but at least four meetings shall be held during each year. Notice of regular meetings of the Board of Directors shall be given to each Director, at least three days prior to the day named for each meeting.

##### **6.72 Special Meetings**

Special meetings of the Board of Directors may be called by the President upon notice either by verbal communication to the Director, or by delivery of written notice to the Director's residence. Notice shall state time, place and purpose of the meeting. The agenda shall be limited to such purpose. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner on the written request of at least three Directors.

##### **6.73 Waiver of Notice**

Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such a waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at the time and place of the meeting constitutes waiver. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

##### **6.74 Quorum**

At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present, shall be the acts of the Board of Directors. If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting is originally called may be transacted without further notice.

### **6.75 Voting**

At every meeting of the Board of Directors each Director present in person shall have the right to cast one vote on each question and never more than one vote, without regard to the amount of shares of stock standing in the name of the Director on the books of the Corporation. The vote of the majority of those present, in person, shall decide any question brought before such meeting, unless the question is one upon which, by express provision of law or of the Certificate of Incorporation or of these By-Laws, a different vote is required, in which case such express provision shall govern and control.

### **6.80 Duties and Powers**

The Board of Directors shall manage the business and affairs of the Corporation and shall make necessary rules, regulations, and policies and perform all acts not prohibited by law and consistent with these By-Laws and other official documents of the Corporation subject to the authority of Members to comment upon certain proposed rules and regulations as stated in section 3.60 above.

### **6.81 Specific Authority of the Board of Directors**

The Board is authorized and empowered to do the following:

- a. To approve format of all documents used by the Corporation in its day to day operation;
- b. To approve application for Member status and the issuance of stock certificates;
- c. To enforce reasonable and approved park rules, including the enforcement of fines for violations as may be established by the Board after receiving comment from the Members under Section 3.60.
- d. To approve expenditures in compliance with a Member approved budget;
- e. To develop and enforce Corporation procedures for collection of monthly charges;
- f. To approve and execute proprietary leases for each member, to hire and discharge employees, agents or contractors, and determine their duties and fix the wages and fees;
- g. To terminate Proprietary Leases with reasonable cause;
- h. To set policy regarding the use of Corporation owned assets;
- i. To hear and resolve disputes between Members;

## **7.0 Officers and their Duties**

### **7.10 Officers**

The four principal Officers of the Corporation shall be the President, Vice President, Treasurer and Secretary. All Officers are Directors and are governed by Section

6.00 contained herein. No Member may hold two offices at the same time. In the event of a vacancy on the Board of Directors of any Officer, the procedure for filling the vacancy is described in Section 6.40 above.

**7.20 The duties of the office of President shall be:**

- a. Chair and call meeting of membership and the Board of Directors.
- b. To serve as public relations spokesperson for the Corporation.
- c. To execute documents for approved transactions on behalf of the Corporation.
- d. To receive and submit to the Board applications for Member status.
- e. To negotiate and communicate with public officers.

**7.30 The duties of the Office of Vice President are:**

- a. To serve as acting President when s/he is unable to do so.
- b. Coordinate and oversee general Manufactured Home Estates maintenance and the day to day operation the Manufactured Home Park.

**7.40 The duties of the office of Treasurer shall be:**

- a. To be a member of the Finance Committee
- b. To collect all Corporation revenues.
- c. To disburse all Corporation funds.
- d. To oversee Maintenance financial records in compliance with generally accepted accounting procedures.
- e. To prepare cause to be an annual statement of the financial affairs of the Corporation for distribution at the annual meeting.
- f. To prepare or assist in the preparation of all income tax returns and other related forms as required by law.

**7.50 The duties of the office of Secretary shall be:**

- a. To notify the Members and Board Members of meetings.
- b. To record minutes of Board and Member meetings and to report to the Board Members the minutes of these meetings.
- c. To maintain a ledger of stock certificates as required by section 4.40 contained herein.

**7.60 Additional Duties**

Any Officer's duties maybe expanded from item to time by the Board of Directors. Any change in the number of Officers or deletion of their duties shall be done by the procedures for changing the Corporation's By-Laws contained herein.

## **8.0 Committees of the Board of Directors and their Duties**

### **8.10 Standing Committees**

Three standing committees of the Board of Directors shall be formed. Each committee shall have at least five Members. All committees shall make monthly reports to the full Board and such report shall also be available to all Members. Other standing committees may be formed as needed. Standing committees may be reviewed and restructured annually. Members of all standing committees shall be appointed by the Board of Directors for a term of one year. No more than two directors may sit on any committee but the President shall be an ex officio Member of each committee.

### **8.11 Duties of the Management Committee shall be:**

- a. Review and make recommendations regarding Corporation By-Laws;
- b. To advise regarding pending legal matters and/or commencing legal actions;
- c. To interpret these By-Laws and the rules of the Brookside Senior Citizens Cooperative Community, Inc.;
- d. To develop and submit for approval Manufactured Home Park procedures;
- e. To educate Members regarding By-Laws, rules and procedures; and
- f. To develop contracts and submit to Members for approval, and
- g. To order any Member to make repairs subject to the right of the Member to appeal order to full Board of Directors pursuant to the terms of the Proprietary Lease.

### **8.12 Duties of The Operations Committee:**

- a. To coordinate the Member workforce;
- b. To recommend changes in the day to day operation of the park;
- c. Oversee the maintenance of the park's water, sewer and electrical systems; and
- d. To oversee contracted services and to make sure that they are in compliance with their contracts.

### **8.15 Duties of the Finance Committee shall be:**

- a. To develop and submit to the Corporation Members an annual budget showing all anticipated expenditures and revenues including recommendations regarding changes in monthly charges;
- b. To review all corporate financial policy and to recommend any changes in policy;
- c. To enforce and deny those expenditures not in accordance with Member approval;
- d. To receive and review and make recommendations regarding all contracted service, capital expenditures, and disposition of corporate assets;
- e. To advise Members regarding compliance with federal, state and local statutes regarding corporate Member records and policies;

- f. To assist the Treasurer in whatever capacity the Treasurer deems necessary; and
- g. To assess Additional Charges against any Member subject to right of Member to appeal assessment to full Board of Directors pursuant to the terms of the Proprietary Lease.

## **8.20 Forming Special Committees**

Special committees can be formed when needed. They shall report to the full Board. All reports shall be available to Members. Special committees shall continue in existence until their assigned task is completed.

## **8.30 Committee Meetings**

All committee meetings are to be open to the Members and shall be announced whenever possible ten days in advance of meeting.

## **8.40 Committee Members**

Unless otherwise stated by law, the Certificate of Incorporation, these By-Laws, or any resolution of the Board all committee Members shall be elected by the full Board of Directors at the annual meeting. Any Member in good standing may be elected as a committee Member with full voting rights.

## **9.0 General**

### **9.10 Indemnification of Directors and Officers**

To the full extent authorized by law, the Corporation may indemnify any person, made or threatened to be made a party in any action or proceeding, whether civil or criminal, by reason of the fact that the person, is or was a Director or Officer of the Corporation or served in any capacity at the request of the Corporation to the extent permitted by law. The foregoing shall not obligate the Corporation to purchase Directors' and Officers' liability insurance, but should applicable law permit, the Corporation may purchase such insurance if authorized and approved by the Board of Directors.

## **10.0 Fiscal Management**

### **10.10 Fiscal year**

The fiscal year of the Corporation shall be the calendar year unless otherwise determined by resolution of the Board.



#### **10.20 Books and Records**

#### **10.21 Responsibility for Books and Accounts**

Financial books and accounts of the Corporation shall be kept under the direction of the Treasurer and in accordance with generally accepted accounting procedures.

#### **10.22 Place for Keeping Books**

Unless otherwise required by statute, the Corporation shall keep all its books and records of account and minutes of the proceedings of its Directors at its principal office.

#### **10.23 Inspection of Books**

The books, records, documents and accounts of the Corporation shall be open to inspection by Members at reasonable times, at the office of the Corporation.

#### **10.30 Deposit of Funds**

All funds of the Corporation not otherwise employed shall be deposited in such financial institution as the Board of Directors may determine from time to time.

#### **10.40 Annual Review**

At the close of each fiscal year, the books and records of the Corporation shall be reviewed by an independent financial advisor or certified public accountant selected by the Board of Directors, whose report shall be prepared and certified in accordance with the requirements of the Board of Directors. Based on such reports, the Corporation will furnish its current members and, when appropriate, prior Members with a statement of the income and disbursements of the Corporation for each fiscal year as provided in the Proprietary Lease.

#### **10.50 Safe Deposit Boxes**

Any Officer or Officers as from time to time shall be designated by the Board, shall have access to any safe of the Corporation in the vault of any safe deposit company.

#### **10.60 Signatures on Documents**

All checks shall be signed on behalf of the Corporation by two persons as designated by resolution of the Board of Directors. Upon the prior authorization of the Board of Directors all other documents including noted stock certificates, contracts, leases and deeds shall be signed on behalf of the Corporation by either the President or the Vice President. Such Board authorization may be general or confined to specific instances.

**11.00      Disposition of Property**

**11.10      Sale or Exchange of Inhabited Property**

No decision to sell or otherwise dispose of the fee simple interest held by the Corporation in any real property used by the Corporation, shall be made except upon the affirmative vote of all Members in good standing.

**11.20      Distribution of Assets**

Upon sale of all or substantially all of the assets and real property of the Corporation, the proceeds will be distributed in the following manner; first to satisfy any outstanding financial obligations of the Corporation; second to some other Corporation to promote the availability of decent housing for low and moderate income persons on a not for profit basis; except to the extent Article XIX of the Private Housing Finance Law and the regulations to it require a distribution other than that described in this paragraph.

**12.00      Changing By-Laws**

**12.10      Amendment and Repeal**

Except as otherwise provided in the Certificate of Incorporation, all sections of the By-Laws except sections 6.70 Meetings of the Board of Directors and 8.00 Committees of the Board of Directors may be amended or repealed by a majority vote of the Board of Directors followed by a two-thirds vote of the Members of the Corporation at a duly called meeting of the Members. Sections 6.70 et. al. and 8.00 et. al. may be amended or repealed by a majority vote of the Board of Directors.

The End

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