

Awosting Association, Inc

By-Laws

Revised: September 2024



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Includes Amendments Approved as of
September 2024

BY-LAWS of
Awosting Association, Inc.

Table of Contents

Article I: Name of Corporation, Seal and Definitions

- Section 1. Name
- Section 2. Seal
- Section 3. Definitions

Article II: Objects

- Section 1. Corporation object and purpose
- Section 2. Particular objects and purposes
 - (a) Common good
 - (b) Maintenance
 - (c) Good Fellowship
 - (d) Health and safety
 - (e) Policy and control
- Section 3. Civic organization
- Section 4. Property

Article III: Board of Directors and Officers

- Section 1. Board of Directors-definition
- Section 2. Officers of Association
- Section 3. Association employees
- Section 4. Removal of Director
- Section 5. Fill vacancy
- Section 6. Term of office
- Section 7. Budget requirement
- Section 8. Installation of Directors
- Section 9. Indemnification of officials
- Section 10. Fiscal year
- Section 11. Letter-ballot procedure
- Section 12. Temporary borrowing
- Section 13. Audit
- Section 14. Quorum
- Section 15. Required Meetings

Article IV: Organization Functions

- Section 1. Association functions
- Section 2. Responsibility of Director

BY-LAWS of

Awosting Association, Inc.

Article V: Duties of Officers

- Section 1. Chair of the Board
- Section 2. President
 - (a) Special meetings
 - (b) Appointing authority
 - (c) Personnel authority
 - (d) Signing of contracts
 - (e) Filings of records
 - (f) Acts of President
- Section 3. Vice-President
- Section 4. Treasurer
 - (a) Signing of checks
 - (b) Surety bond
 - (c) Transfer of records
 - (d) Reports
 - (e) Responsibility for accounting
 - (f) Reserve and payment accounts
 - (g) Payment of bills
- Section 5. Secretary
 - (a) Custodial duties
 - (b) Notices
 - (c) Correspondence, records and billing
 - (d) Notification of installation

Article VI: Membership

- Section 1. Definition; Use of facilities
- Section 2. Member, Associate Member & Tenant Eligibility
- Section 3. Application & Transfer Fee
- Section 4. Compound membership
- Section 5. Voting rights
- Section 6. Responsibilities
- Section 7. Reserved
- Section 8. Reserved
- Section 9. Reserved
- Section 10. Tenant eligibility
- Section 11. Boarders or paying guests

Article VII: Bond, Dues, and Assessments

- Section 1. Bond requirements
 - (a) Purchase limits
 - (b) Redemption
 - (c) Non-negotiable

BY-LAWS of

Awosting Association, Inc.

- (d) Multiple bonds
- (e) Separate bond account

- Section 2. Dues-base rate
 - (a) Dues increases
 - (b) Payment schedule
 - (c) Loss of privileges
 - (d) Limitation
- Section 3. Senior dues
- Section 4. Penalty for non-payment
- Section 5. Membership assessments
- Section 6. Road and Parkway Assessment
- Section 7. Special Assessments
- Section 8. Road and Parkway suit authority

Article VIII: Association Meetings

- Section 1. Annual meeting
- Section 2. Special meeting
- Section 3. Quorum
- Section 4. Procedure for failure to obtain quorum
- Section 5. Mailing of meeting notices
- Section 6. Change of address responsibility
- Section 7. Waive notice of meeting and limitation
- Section 8. Meeting rules

Article IX: Nomination and Election of Directors

- Section 1. Requirements
- Section 2. Nominating Committee formation
- Section 3. Submission of nomination
- Section 4. Additional nominations
- Section 5. Term of Office
- Section 6. Requirements for ballots

Article X: Amendments to By-Laws

- Section 1. Meeting procedure
- Section 2. Petition procedure
- Section 3. Adoption requirements

***** End of Table of Contents**

BY-LAWS of
Awosting Association, Inc.

Article I: Name of Corporation, Seal and Definitions

Section 1.

The name of this corporation is Awosting Association, Inc.

Section 2.

The seal of the corporation shall contain the name of the Association, the year (1925) of its creation and the words "Corporation Seal, N.J." The seal shall be in the charge of the Secretary to be used only as directed by the Board of Directors.

Section 3.

Definitions:

Association: Awosting Association, Inc., the corporation described in Article 1, Section 1.

Associate Member: A person in an adjoining area dwelling house granted Membership by the Board as described in Article VI, Section 2.

Awosting: Community in West Milford Township, Passaic County, New Jersey in the area described in Article II, Section 1.

Board: The Board of Directors established in Article III, Section 1.

Director: An individual Member elected to serve on the Board in accordance with Article IX.

Member: A person in a household for which all necessary dues and initiation fees to join the Association have been paid, with no past-due accounts owing the Association.

Membership: Inclusion as a Member of the Association.

Membership Bond: The Bond acquired in accordance with Article VII as a condition of Membership.

Membership Dues: The annual cost payable by a Member household to enjoy privileges of Membership as described in Article VII, Section 2.

Nominating Committee: The group of at least three Members appointed each year to choose nominees for election to the Board in accordance with Article

BY-LAWS of

Awosting Association, Inc.

IX, Sections 2 and 3.

Road and Parkway Assessment: The mandatory annual assessment applied to all households in Awosting of the proportionate share of the budget for maintaining Awosting roads and other community property, as delineated in Article VII, Sections 6 and 8.

Special Assessment Fee: A separate and supplemental annual Clubhouse fee as set forth in Article VII: Section 2.1.

Tenants Associate Member: A person renting a home within Awosting on a long-term basis who is granted Membership by the Board as described in Article VI, Section 2.1.

Transfer of Membership Fee: The amount payable to join the Association in the case of a household that has not fully paid Membership Dues for all four (4) previous fiscal years, in accordance with Article VI Section 3.1.

Article II: Objects

Section 1.

The general object and purpose for which this corporation is formed are to protect the mutual rights and interests of owners of private property and residents within the area bounded by the west side of Awosting Road, the state land to the north, the property formerly of the Morris Canal and Banking Company, the flow line of Greenwood Lake and Windbeam Avenue at Awosting, New Jersey, on the southerly side of Windbeam Avenue including all properties and streets and residents adjacent to, with direct access to Windbeam Avenue as delineated on the Map of Awosting N.J., Property of Ringwood Company”, dated August 2, 1926.

Section 2.

The particular objects and purposes of said corporation are:

- (a) To promote the common good and civic betterment for all owners of property and residents within the community known as Awosting, West Milford Township, Passaic County, New Jersey;
- (b) To provide insofar as reasonable for the maintenance of private roads and parkway lands in Awosting, for the aesthetic quality of trees and plantings on such lands, for access to and use of Greenwood Lake, and for the maintenance of a system for private docks on the lake;
- (c) To promote good fellowship among its members and their families

BY-LAWS of

Awosting Association, Inc.

through services, social activities, and recreational and athletic programs;

- (d) To take reasonable measures related to the health, safety, enjoyment, financial protection, comfort, and security of owners of property and residents in Awosting; and
- (e) To make policy, give direction, and exercise control of community affairs within Awosting to the end of promoting harmonious relations among the residents and a better quality of life for all.

Section 3.

The corporation is organized and intended to operate at all times as a civic organization not organized for profit but exclusively for the promotion of social welfare. It is intended that the corporation qualify and be considered as an exempt organization under Section 501(c) (7) of the Internal Revenue Code. The Board may, subject to the approval of a majority of the membership, establish other corporation entities to qualify for related tax-exempt organizational requirements.

Section 4.

In furtherance, of its said objects and purposes, said corporation shall have the power, subject to the approval of the general membership as more particularly prescribed herein, to purchase, acquire, rent, and sell such real and personal estate and property as permitted by these By-Laws and deeded rights in the Association's chain of title as may be necessary and proper and to mortgage same to secure payment of any bonds which may be issued by the corporation and generally to do any and all things which may be necessary or proper in connection with its purposes which are not contrary to law.

Article III: Board of Directors and Officers

Section 1.

The Association shall be governed by a ten (10) member Board of Directors nominated and elected or appointed from the Membership as hereinafter prescribed. Whenever the word Board is used without qualification, it shall be deemed to refer to the Board of Directors. The Board shall have full authority to effectuate the purpose and policies of the Association through the establishment of rules and regulations as the Board deems appropriate except that any acquisition, disposal, or mortgaging of real property by the Association shall first be approved by the Membership and as otherwise provided in these By-Laws.

BY-LAWS of
Awosting Association, Inc.

Section 2.

The officers of the Association shall be a Chairman of the Board, a President, a Vice-President, a Treasurer, and a Secretary elected annually by the Board from among its members. These officers shall receive no compensation for their services as such.

Section 3.

The Board may authorize the appointment of Association employees as are in its opinion necessary. The duties, responsibilities, authority, and compensation of Association employees shall be defined by the President and the Director responsible for that function with the approval of the Board. The Board may also terminate, suspend, or take personnel action involving Association employees or volunteers in accordance with these By-Laws and Board policy.

Section 4.

Any Director may be removed from his/her office for neglect or refusal to perform his/her duties or for missing more than one-half of the Board meetings in any fiscal year, or for misconduct, by a three-fourths vote of the Directors present at the regular meeting, or a special meeting called for that purpose, provided that due notice thereof shall be given to such officer at least fifteen (15) days prior to said meeting.

Section 5.

Any vacancy in the membership of the Board caused by failure of the Association to elect or by the death, resignation, or removal of any Director, may be filled for the unexpired term by a designee of the Board.

Section 6.

The elected Officers of the Board not under disability, shall hold office from the date of their installation until November 1 of the year following their election or until their successors qualify.

Section 7.

The Board shall prepare and adopt a balanced budget for each fiscal year prior to that fiscal year's commencement and ensure all expenditures henceforth are made in accordance with the adopted budget. The Board, if necessary, may amend the budget and transfer funds within the budget during the fiscal year, providing the budget remains in balance.

Section 8.

The installation of Directors shall be effected by the President calling a joint

BY-LAWS of

Awosting Association, Inc.

meeting of the Board and the Directors-elect following their election at the Annual Meeting and prior to November 1, at which meeting the new Board shall elect its officers. Any and all records and other pertinent information in the possession of any retiring Director shall be conveyed to the new Board.

Section 9.

The Corporation shall indemnify every corporate agent as defined in, and, to the full extent permitted by, Section-15 A 3-4 of the New Jersey Non-Profit Corporation Act, to the full extent otherwise permitted by law.

Section 10.

The fiscal year of the Association shall begin January 1.

Section 11.

The Board may submit to the Members of the Association, by letter-ballot, any questions relating to the policies of the Association. Not less than fifteen (15) days shall lapse between the mailing of such letter-ballot and the closing of the polls thereon. The question submitted shall be stated in a form approved by the Board. The ballots cast shall be counted by tellers appointed by the President. A majority of the votes cast shall be regarded as a binding instruction to the Board provided not less than fifty-one (51) percent of the qualified Members of the Association vote.

Section 12.

The Board may, when the occasion requires, by a two-thirds vote of the Board, authorize the borrowing of money on behalf of the Association to provide for its temporary needs; provided however, that such borrowing shall be limited to a total that can be repaid from current or anticipated income prior to the end of the fiscal year and with due regard for all other current liabilities. The Board shall also have the option, upon a vote of two-thirds of the Board, to request that the Membership approve and authorize the borrowing of money for specific capital improvement projects; said borrowing to be secured by real estate and payable in full in not more than thirty (30) years. Approval by the Membership of said capital improvement borrowing shall require a two-thirds vote of Members present at the meeting at which same is considered.

Section 13.

The Board may cause the books and accounts of the Association to be audited by a Certified Public Accountant, and a report of any such audit shall be submitted to the Members of the Association at or before the next succeeding annual meeting.

**BY-LAWS of
Awosting Association, Inc.**

Section 14.

Five members of the Board attending in person or via a technology platform (that is, no proxies) shall constitute a quorum for the transaction of business at any of its meetings except as herein otherwise provided.

Section 15.

In each fiscal year, the Board shall meet at least ten times, and at least one meeting shall be held in the first three months thereof.

Article IV: Organization Functions

Section 1.

A Director shall be appointed by the Board to administer and be responsible for the designated functional operations of the Association. These functions may include but not be limited to the following:

- | | | |
|--------------|----------------------------|-----------------------|
| Beach/Safety | Clubhouse | Insurance |
| Membership | Parkway/Docks | Properties |
| Roads/Trees | Social Activities & Events | Children's Activities |

Section 2.

Functional responsibilities may be added, eliminated, or combined as determined by the Board. The designated Director of such functions may nominate a Member or Members of the Association to assist in the accomplishment of the responsibilities of that Director subject to approval of the Board. Each Director shall administer his/her responsibilities within the designated appropriation for the functions and related activities.

Article V: Duties of Officers

Section 1.

The Chair of the Board shall preside at all meetings of the Board and of the Association and when called upon shall act impartially as arbitrator to adjust any differences that may arise in the interpretation of the meaning or spirit of these By-Laws. In the absence or disability of the Chair of the Board, the President shall serve as Chair; or the Vice President shall serve as Chair in the absence of the President. If none of these members are available, the President will appoint another Director to be temporary Chair.

Section 2.

The President shall be the chief executive officer of the Association, and

BY-LAWS of

Awosting Association, Inc.

shall enforce its policies and execute the will of the Association and the Board:

- (a) Shall have the authority to call special meetings of the Association and meetings of the Board;
- (b) Shall designate and appoint, under the direction and subject to the approval of the Board, any necessary committees not otherwise provided for;
- (c) Shall have the authority to terminate or suspend for cause the services of compensated employees of the Association upon recommendation of the Director or his/her designee responsible for the activity involved and subject to approval of the Board at its next meeting;
- (d) Shall sign any contracts or agreements on behalf of the Association when approved by the Board;
- (e) Shall see that the books, reports, statements and certificates required by the statutes under which this Association is organized or any other law applicable thereto are properly kept, made, and filed according to law;
- (f) Shall generally do and perform all acts incident to the office of President or which are authorized by policy.

Section 3.

The Vice-President shall assist the President in the execution of his/her duties and shall see that the duties assigned to the Directors shall be duly appointed and carried out as prescribed. Subject to the approval of the Board, the Vice-President shall have such authority and specific duties, as the President shall designate. In the absence or disability of the President, the Vice-President shall be vested with all authority and shall perform the duties of the President.

Section 4.

The Treasurer shall receive and have custody of all monies and securities belonging to the Association under the direction of the Board and shall deposit the same in such bank or banks as the Board may by resolution designate:

- (a) Shall sign checks drawn against the funds of the Association for expenditures approved by the President or the Vice-President for the purposes authorized by the Board in connection with their respective responsibilities;

BY-LAWS of

Awosting Association, Inc.

- (b) Shall give surety bond satisfactory to the Board for the faithful performance of his/her duties. The expenses of the bond will be borne by the Association.
- (c) Shall, on ceasing to hold office, surrender to his/her successor in office when qualified, or to such other person as shall be designated by the Board, all monies, books, papers, and other property of the Association under his/her control;
- (d) Shall make to the President and the Board reports relating to the affairs of his/her office as often and in such manner as they may require;
- (e) Shall specifically account for all incomes and expenditures for all activities and programs of the Association;
- (f) Shall reserve such monies for payment of bills and charges incurred for specified activities in accordance with Board policy;
- (g) Shall pay bills and make such charges only after verification that the expenditure is provided for in the appropriate budget appropriation or by other action of the Board and approved by the Director of the specific activity.
- (h) Shall issue bills for dues, assessments, and activities.
- (i) Immediately following the installation of Directors and installation of officers, shall advise the Secretary of State of New Jersey and the Clerk of Passaic County of the names and addresses and titles of the Directors and Officers and their terms of office as provided by law and policy.

Section 5.

The Secretary shall keep full and accurate records of the Association and shall perform such other duties as may be defined or directed by the President subject to approval of the Board:

- (a) Shall be the custodian of the seal and records of the Association;
- (b) Shall give or cause to be given notice of all meetings of the Association and of the Board and all other notices required by law or these By-Laws;
- (c) Shall conduct all general correspondence, maintain the records of membership and generally supervise the clerical work of the Association;

BY-LAWS of
Awosting Association, Inc.

Article VI: Membership

Section 1.

Whenever the word Member is used without qualification, it shall be understood to refer to a person in a household for which all necessary dues and initiation fees to join the Association have been paid, with no past-due accounts owing the Association.

Section 1.1.

The household and guests of a Member shall be privileged to use all Association recreational and social facilities such as the main dock and beach area, the Awosting Clubhouse, ball field, tennis courts, playgrounds, and parkways, and to attend and participate in Association-sponsored activities subject to such restrictions as may be imposed by the Board from time to time in the interest of public safety and welfare.

Section 2.

Only an individual or individuals, corporation, partnership, or estate owning real property in Awosting, New Jersey, as defined in Article II, Section 1 or the contract purchaser of such real property may be admitted to Membership. The Board at its sole discretion, and only on a year-at-a-time basis, may grant all personal privileges of Membership, excepting the right to vote and to hold elective office, to the owner of a dwelling house located on lands adjoining the areas described herein (within the original Awosting gates marked by stone pillars on Awosting Road), provided that such owner and his/her household shall conform to the By-Laws and the authority of the Board in every way required of a Member, and such membership shall be described as an Associate Member.

Section 2.1

The Board, at its sole discretion, and only on a year-at-a-time basis, may grant all personal privileges of Membership, except the right to vote and to hold elective office, to the tenant of a dwelling house, provided that such tenant and his/her household shall conform to the By-Laws and the authority of the Board in every way required of a Member, and that there are no past due assessments as set forth in Article VII, Sections 5, 6 and 7 owing to the Association pertaining to the property where the tenant resides . Such membership shall be described as a Tenants Associate Member.

- (a) Tenant shall pay for the Membership Bond. It is prepared in the Tenant's name. Said Bond is refundable to Tenant upon vacating dwelling.

BY-LAWS of

Awosting Association, Inc.

- (b) Tenant shall pay the Initiation Fee as set forth in Article VI: Section 3(a). The Initiation Fee is not refundable.
- (c) Tenant shall pay the Membership Dues and Special Assessment Fees associated with dwelling annually as set forth in Article VII: Section 2.1. Said Membership Dues and Special Assessment Fees are not refundable.
- (d) Tenants Associate Membership has no voting rights on any Association matters. Tenants Associate Membership may not hold office on any Association Board.
- (e) Tenant shall enjoy all the benefits of Membership as outlined in Article VI: Section 1.1 if (a) – (d) above requirements are met.
- (f) The owner of the residence may not participate, even as a guest, in any Association Member functions unless owner becomes a Member through ownership, occupancy, and Membership at a separate Awosting residence.
- (g) The owner of residence shall not be relinquished from the obligation to pay any Transfer Fees associated with residence upon interest in obtaining Membership for said residence.
- (h) Owner will not receive any monetary credits towards their Association account based on the Tenant's payments toward Tenants Associate Membership status.

Section 3.

Application for Membership shall be made in writing on a form prescribed by the Board. Persons who wish to join the Association will be required to pay all of the following prior to exercising any rights of membership:

- (a) An Initiation fee of \$50.00;
- (b) Payment on account of the Bond in accordance with Article VII to the Board;
- (c) A Transfer of Membership fee, in accordance with Article VI, Section 3.1
- (d) All dues, fees and assessments for the current fiscal year. The purpose of this paragraph is to ensure that after July 1, 2005 no applicant will be eligible for membership if the owner of the property in which the applicant resides has any past due assessments owing to the Association as set forth in Article VII, Sections 5, 6 and 7. The Initiation fee may be waived by the Board if the applicant is currently a Member, or the son or daughter of a current Member.

Section 3.1

A Transfer of Membership fee shall be paid in accordance with Article VI,

BY-LAWS of
Awosting Association, Inc.

Section 3, Item (c):

- (a) In the event an applicant for Membership to the Association acquires title to or is the fee title owner of a property for which the prior fee owner(s) or current fee owners have been a Member of the Association meeting the requirements of Article VI Section 1 for all of the four (4) previous fiscal years, then the household shall be deemed to be fully vested in the Association and the Transfer of Membership fee shall be zero.
- (b) In the event an applicant for Membership has resided in a property as a fee owner or the applicant for Membership acquires fee title in a property for which the prior owner(s) have been a Member for less than the four previous fiscal years, then the household shall be deemed to not have been vested in the Association for each of those previous fiscal years that the applicant household has failed to pay the appropriate membership fees as outlined in Article VII Section 2. For the applicant household to become vested in the Association, the applicant household shall pay the following Transfer of Membership Fee(s):

First fiscal year not vested = \$1,000

Second fiscal year not vested = \$2,500

Third fiscal year not vested = \$4,000

Fourth fiscal year not vested = \$5,000

For the purposes of this Section, and calculation of Transfer of Membership fees, any payment of discounted membership fees in accordance with Article VII Section 3 shall be considered payment in full of dues for the applicable years.

Section 4.

Whenever Membership is in the name of co-owners, a firm or a corporation, partnership, estate, or association, or where there are multiple Members in a household, one individual representing the same shall exercise the voting power and right to hold office of such Membership and his/her name, as agent shall be certified to the Secretary.

Section 5.

The voting rights of an individual Member may be delegated for the purpose of a specific meeting by written proxy to the spouse, brother,

BY-LAWS of

Awosting Association, Inc.

sister, parent or adult child of said Member, or neighbor who is a Member, but not to any other person except by consent of two-thirds of the Board. The voting designee shall deliver the executed proxy to the Secretary prior to the convening of the specific meeting at which the proxy vote will be made.

Section 6.

A Member shall be responsible to the Association for the acts and conduct of his/her household and guests in Awosting, on its properties, or at its activities, including but not limited to financial restitution for repair or replacement due to damages.

Section 7.

Reserved for future needs.

Section 8.

Reserved for future needs.

Section 9.

Reserved for future needs.

Section 10.

A Member's tenants residing in a dwelling house other than the Member's residence shall be eligible to enjoy the privileges of Membership provided.

- (a) The Member who controls the leased dwelling house owns a Membership Bond for the dwelling house leased;
- (b) That Membership dues and assessments in accordance with Article VI Section 3 are paid for the dwelling house leased;
- (c) That an application by the tenant for his/her participation as a Member shall have been made to and approved by two-thirds of the Board.

Section 11.

No boarder or paying guest of a Member may enjoy the privilege of membership.

Article VII: Bond, Dues, and Assessments

Section 1.

Each applicant for Association Membership (which is voluntary) must own a required Bond as certification of his/her participation, and the property where the applicant resides must be current with all

BY-LAWS of

Awosting Association, Inc.

assessments described in Article VII, Sections 5, 6 and 7:

- (a) The purchase price of the Bond will not exceed \$500 which may be paid over a three-year period by special arrangement provided that not less than forty (40) percent of the face value thereon is paid on the date the first Bond payment is made. The Bond shall be issued when full payment is made.
- (b) The Bond will be non-interest bearing and redeemable from the Association upon termination of Membership, except that deductions may be made therefrom to satisfy any dues, assessments, or other legal charges due and owing by said Member to the Association. The maximum amount of Bond which may be refunded shall be the amount of that Bond when purchased.
- (c) The Bond will be non-negotiable and shall not be transferred or assigned.
- (d) Should a Member own more than one dwelling house in Awosting, that Member shall be required to own an additional Bond for each such dwelling before the tenants therein may enjoy any privileges of membership in the Association. When a Member under such circumstances owns more than one Bond, the voting rights of that Member shall not be increased beyond one (1) vote regardless of the number of bonds that Member holds or the number of properties owned.
- (e) A Membership Bonds payable FDIC insured account, separate from Membership operating and brokerage accounts, shall be established by January 1, 2017. This account must maintain a minimum cash balance equal to 90% of all outstanding bonds payable on the books of the Association.

Section 2.

The dues for each Member of the Association, from the base initially established January 1, 1982, of \$300 annually per dwelling house owned or controlled by such member, shall be determined during budget preparation annually as follows:

- (a) The base rate may be subject to progressive annual increases determined by two-thirds majority vote of the Board, not in excess of the annual increase in the Rate of Inflation Index for the New York Metropolitan Area as determined by the U.S. Federal Government, and not in excess of ten (10) percent of the previous year's dues, plus any additional assessments charged under these bylaws;

BY-LAWS of

Awosting Association, Inc.

- (b) Established dues and additional assessments and any other penalties or interest for delinquent payments shall be payable in full not later than May 15 of each calendar year or in five equal installments (each one-fifth of the established dues assessment) on the fifteenth (15th) of January, February, March, April, and May;
- (c) All privileges of Membership shall be withheld from the Members and guests of any household until the applicable dues and Road and Parkway assessments are paid in accordance with this schedule;
- (d) Dues may not be refunded and shall be assessed only once per year on each dwelling house and shall be presumed to have been paid by whichever Member may own or control such dwelling house within the period to which such dues apply.

Section 2.1

As of September 30, 2016, as per Section 3 of Article X: Amendments to By-Laws, Membership approves a resolution allowing the Board of Directors to borrow a maximum of \$928,000 for the purpose of building the Membership Clubhouse in accordance with the approval of the Township of West Milford and pursuant to the architectural plans as submitted to the Township of West Milford. The borrowing of a maximum \$928,000 from an institution licensed by the department of banking and insurance in New Jersey shall result in a separate and supplemental annual Clubhouse special assessment, not to exceed \$576 annually per Member Household for the initial 10-years of the 25-year amortized loan.

Section 3.

Each Member of the Association who has attained the age of 62 years by January 1 and is the sole Member in the dwelling house shall, upon notification to the Treasurer, prospectively pay fifty percent (50%) of the dues established in Section 2 above.

Section 4.

Any Member who fails to pay dues by the dates specified shall automatically forfeit all rights and privileges of Membership in the Association if written notice shall have been given to such delinquent Member. A Member shall be reinstated by the Board upon payment of all dues and assessments as stipulated in Article VI Section 3.

Section 5.

In addition to the annual dues described in Section 2, the Board may, by a two-thirds vote of Directors, assess additional charges for attendance or

BY-LAWS of

Awosting Association, Inc.

participation in social, sports or children's activities sponsored by the Association, or for special use of facilities of the Association by Members, in such amounts and payable in such manner at such times as determined by the Board.

Section 6.

The Board shall annually assess, by a separate billing, each property identified in the "Map of Awosting N.J., Property of Ringwood Company", dated August 2, 1926, and as described in Article II, Section 1, its proportionate share of the annual assessment for the Road and Parkway Budget as determined by the Board. The Road and Parkway assessment is mandatory regardless of whether the property owner, the property owner's tenant or any person in the property owner's household is or is seeking to become a Member.

Section 7.

The Board may levy any assessment not otherwise specified in Article VII, upon approval by the Membership.

Section 8.

In the event any property's Road and Parkway assessment as billed by the Association remains open and unpaid as of March 15 of any calendar year, written demand shall be mailed by regular U.S. Mail, to the property address. In the event the same remains unpaid for ten (10) calendar days, the Association reserves the right to charge interest and/or institute suit in the appropriate Court of New Jersey, Passaic County, for the collection of the same. In the event suit is instituted, in addition to the Road and Parkway assessment and interest, the property owner shall be responsible for the payment of all reasonable attorney's fees and related costs of suit for the collection of the same.

Article VIII: Association Meetings

Section 1.

The Annual Meeting of the Association for the transaction of corporate business shall be held at such place as may be designated by the Board in Awosting, New Jersey, on the second Friday in September of each year at such time as determined by the Board, no earlier than 6:30 P.M. and no later than 8:00 P.M. Written notice of such meeting shall be sent to each Member of the Association on or before August 15.

BY-LAWS of

Awosting Association, Inc.

Section 2.

Special meetings of the Association shall be called at such time and place as two-thirds of the Board present at any meeting may direct. Special meetings shall also be called by the President upon petition of ten Members and such Members shall signify the business they desire to have considered at the proposed meeting. At least ten (10) days before the holding of a special meeting, the Secretary shall mail to each Member of the Association a written notice stating the time and place of holding the same and its purpose.

Section 3.

At any meeting of the Association twenty-five (25) percent of the number of Member households, participating in person or by proxy, shall constitute a quorum.

Section 4.

If a quorum of members is not present at the Annual Meeting roll-call, the presiding officer shall adjourn the meeting for one week. If a quorum is not present at the adjourned meeting, the presiding officer shall adjourn the meeting for not longer than one month, advising the Secretary of the time and place designated so that due notice of such adjournment may be given to the Members. The procedure described in the preceding sentence shall be repeated until an annual meeting is held or the corporation dissolved.

Section 5.

Any notice required by these By-Laws may be given to Members by hand delivery, e-mail or other electronic transmission, fax, regular mail, or express mail at the addresses shown on records of the Association. Such notice shall be deemed to be given at the time of such mailing to any adult Member of a household. Members may request required notices by regular mail by informing the Secretary of their preference.

Section 6.

Any change of address from that given in the original application for Membership shall be the Member's responsibility unless given to the Secretary in writing.

Section 7.

Any Member of this Association or the Board may waive notice required to be given by these By-Laws excepting that for the regular Annual Meeting.

BY-LAWS of
Awosting Association, Inc.

Section 8.

The Rules contained in Robert's Rules of Order-Revised, shall govern the meetings of the Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws of the Association.

Article IX: Nomination and Election of Directors

Section 1.

All members of the Board shall be nominated and elected in the manner hereinafter prescribed.

Section 2.

Prior to August 1 of each year the President shall appoint a Nominating Committee of at least three members, subject to the approval of the Board, at least one of who shall be a member of the Board and whose names shall be publicly posted in Awosting.

Section 3.

On or before August 15, the Nominating Committee, through the Secretary of the Association, shall submit to the Membership its nomination of Members for election to the Board. At least one nomination shall be made by the Committee for each vacancy on the Board, but additional nominations may also be made by the Committee.

Section 4.

Additional nominations of Members for Director may be made from the floor at the Annual Meeting and shall be placed on the ballot.

Section 5.

Directors shall be elected for a term of three years. Three Directors shall be elected each of two successive years and four Directors shall be elected every third year. No Director shall serve more than two consecutive elected terms.

Section 6.

Election of Directors shall be by written ballot whenever there are more nominees than vacancies to be filled. The nominees who receive the greatest number of votes of Members present, in person or by proxy, shall be declared elected.

BY-LAWS of
Awosting Association, Inc.

Article X: Amendments to By-Laws

Section 1.

These By-Laws may be amended by the Members of the Association at any Annual Meeting or special meeting regularly called for the purpose or by letter-ballot provided that any proposed amendment shall first be approved by a majority vote of the Directors present at any meeting of the Board. A copy of the proposed amendment shall be mailed to each Member of the Association at least ten (10) days prior to the date of the meeting at which such amendments are to be considered or if the vote is to be taken by letter-ballot, at least twenty (20) days prior to the day fixed for counting ballots.

Section 2.

In lieu of the approval of the Board of Directors as provided in the preceding section, an amendment to the By-Laws may be submitted upon petition of at least ten (10) percent of the Members, provided each Member of the Association be furnished with a copy of such proposed amendment at least ten (10) days prior to its being acted upon, as provided in Section 1 thereof.

Section 3.

The adoption of all amendments shall require a two-thirds affirmative vote of the Members present, in person or by proxy, at the specific meeting of the Association or a three-fourths affirmative vote of those voting if by letter-ballots.

****END of Awosting Association BY-LAWS*