

**BY-LAWS OF  
APPLE VALLEY SENIOR HOUSING, CORP., INC.  
A NONPROFIT CORPORATION**

**Adopted 1/13/78  
Amended 1/13/95; 4/28/00; 4/28/06; 4/30/2010; 4/25/2014**

ARTICLE I

Office

The principal office of the Corporation in the State of New York shall be located in the Town of Peru, County of Clinton.

ARTICLE II

Members

1. Eligibility for Membership

The corporation shall have one class of members. Members may be individuals only. Any legally competent person of good reputation who resides in or near the Town of Peru, County of Clinton and State of New York, shall be eligible.

2. Approval of Application for Membership

All applications for membership shall be approved at (1) any special or regular meeting of the board of directors, when a quorum is present, by a majority vote of the members or (2) by a majority vote of the existing membership at any annual or special meeting held in accordance with Article III herein.

3. Voting Rights

Each member shall be entitled to one vote on each matter submitted to a vote of the members.

4. Termination of Membership

A member may be suspended or expelled, for cause, by the vote of not less than three-fourths of the quorum present as described in Article III herein and voting at a meeting of the members, provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the member has been informed in writing of the charges preferred against him at least (10) days before such meeting. The member shall be given an opportunity to be heard at such meeting. The members of the board, by a majority vote of those present at any regular constituted meeting, may terminate the membership of any member who becomes ineligible for membership.

5. Resignation

Any member may resign by filing a written resignation with the secretary.

6. Reinstatement

Upon written request signed by the former member and filed with the secretary, the board may reinstate such former member to membership upon such terms as the board may deem appropriate.

7. Transfer of Membership

Membership in this corporation is not transferable or assignable.

8. Membership- Liability for Corporation's Obligations

Members shall not be liable for any debts or obligations of the corporation and shall not be subject to any assessment; but the members at any special meeting called for the purpose, may fix reasonable annual dues to become effective after not less than 30 days notice to all members of such action.

9. Membership- Minimum Number

The board will make all reasonable efforts to maintain a broad community wide membership of not less than forty (40) members at any time.

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10.Membership- Residence

A majority of members shall be residents of the Town of Peru in Clinton County, State of New York.

11.Membership- Removal

Failure to attend two successive annual meetings of the Corporation or to provide proxy, without valid excuse, shall be deemed a resignation.

ARTICLE III

Meeting of Members

1. Annual Meeting

An annual meeting of the members shall be held in the Town of Peru, on the last Friday of the month of April each year at 7:00 P.M., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in said state, such meeting shall be held on the next succeeding Friday. If the election of the directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the board shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.

2. Special Meetings

Special meetings of the members may be called by the president, the board, or not less than one-tenth of the members.

3. Place of Meeting

The board of directors may designate any place within or not more than 25 miles from Peru, New York, as the place for an annual meeting or for any special meeting of the board. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in said State.

4. Notice of Meetings

Written or printed notice stating the place, day, and hour of any meeting of members shall delivered either personally or by mail or email, to each member entitled to vote at such meeting, not less than seven or more than thirty days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

5. Informal Action by Members

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting upon written consent or approval of all the members, setting forth the action so taken.

6. Quorum

At such meeting a quorum shall consist of 30 percent of the members, or twice the number of directors, whichever is greater. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

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7. Proxies

- (a) At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after eleven months from the date of its execution. A proxy may be cancelled by notice executed by the member with like formality and delivered to the secretary.
- (b) At each meeting of the members, every member shall be entitled to vote in person or by proxy and shall be entitled to cast one vote. Only the person whose name membership is standing in the books of the corporation on the day of such meeting shall be entitled to vote in person or by proxy.
- (c) The proxy holder shall have the rights to do any and all things which might be done by the member were he or she present, which right shall include the establishment of a quorum and the organizing of any meeting.

ARTICLE IV

Board of Directors

1. General Powers

The affairs of the corporation shall be managed by its board of directors.

2. Number, Tenure, and Qualifications

The number of directors shall be twelve. The directors elected at the annual meeting to succeed the directors named in the Articles of Incorporation shall be elected for staggered terms of three, two, and one years. As the terms of such directors expire, their successors shall be elected for terms of three years and until their successors shall be elected and have qualified. Directors shall be members of the corporation and the majority of said directors shall be residents of the Town of Peru. A director shall not be eligible to serve more than two terms successively. A director shall be eligible to again serve in such capacity subsequent to at least one year's interval during which such director is not serving in said capacity.

3. Regular Meetings

The annual meeting of the board of directors shall be held, without other notice than these bylaws, at the first regular board meeting following the annual meeting of the corporate board. The board may provide by resolution the time and place, within or not more than 25 miles from the Town of Peru, for holding of additional meetings of the board without other notice than such resolution.

4. Special Meetings

Special meetings of the board may be called by or at the request of the president and shall be called by the secretary at the request of any two directors. The authorized person or persons calling a special meeting of the board may fix any place within or not more than 25 miles from the Town of Peru, as the place for holding such meeting.

5. Notice

Notice of a special meeting of the board shall be given at least two days previously thereto by written notice delivered personally, or four days notice sent by mail or email, to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully

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called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these bylaws.

6. Quorum

A majority of the board shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at said meeting, a majority of the directors may adjourn the meeting from time to time without further notice.

7. Manner of Acting

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board, unless the act of a greater number is require by law or these bylaws. The board may also act by written consent or approval of all the directors of the corporation setting forth the action taken.

8. Vacancies

Any vacancy occurring in the board shall be filled by the board until the next meeting of the members and until a successor has been elected by the members and qualified. A director elected by the members to fill a vacancy shall be elected for the unexpired term of his predecessor in office and then will be eligible to serve two terms successively.

9. Compensation

Directors shall not receive any compensation for their services as directors.

10. Directors- Absence from Meetings

Any director who is absent from three consecutive meetings without excuse satisfactory to the board shall be deemed to have surrendered his office as director.

11. Directors- Residuary Powers

The board shall have the powers and duties necessary or appropriate for the administration of the affairs of the corporation. All powers of the corporation except those specifically granted or reserved to the members by law, the articles of incorporation, or these bylaws shall be vested in the board.

12. Directors- Removal from Office

A director may be removed from office, for cause, by the vote of not less than three-fourths of a quorum present and voting at a meetings of the members, provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the director has been informed in writing of charges preferred against him at least 10 days before such meeting. The director involved shall be given an opportunity to be heard at such meeting. Any vacancy created by the removal of a director shall be filled by a majority vote, which may be taken at the same meeting at which removal takes place.

ARTICLE V

Officers

1. Officers

The officers of the Corporation shall be president, a vice-president, a secretary, and a treasurer. The board may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board. The offices of secretary and treasurer may be combined and held by one person.

2. Election and Term of Office

(a) The officers of the corporation specified in "1" above, shall be elected from the membership of the board by the board at its annual meeting or as soon thereafter as feasible. Each officer shall hold

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office until the next annual election of directors and until his or her successor shall have been duly elected and shall have qualified.

(b) The term of office shall be one year and an officer shall not be eligible to serve more than three successive terms. Election of officers shall take place at the annual board meeting and shall be by ballot cast of qualified directors. A plurality of votes cast shall elect.

3. Removal

Any officer elected or appointed by the board may be removed by the board by two-thirds vote of the remaining directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights if any officers are removed.

4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board by majority vote for the unexpired portion of the term.

5. President

The president shall be the principal executive officer of the corporation and shall in general supervise and control all the business and affairs of the corporation. He or she shall preside at all meetings of the members and of the board. The president may sign, with attestation of the secretary or any other proper officer of the corporation authorized by the board, any deeds, mortgages, bonds, contracts or other instruments which the board authorizes to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board or these bylaws or statute to some other officer or agent of the corporation and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board from time to time.

6. Vice-President

In the absence of the president or in the event of his inability or refusal to act, the vice-president shall perform the duties of the president, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president shall perform such other duties as from time to time may be assigned to the vice-president by the president or the board.

7. Treasurer

The treasurer shall have a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board shall determine. The expense of obtaining said bond shall be the responsibility of this corporation. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever; deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VIII of these bylaws; and in general perform all duties incident to the office of treasurer and such other duties as from time to time be assigned to the treasurer by the president or the board.

8. Secretary

The secretary shall keep the minutes of the meetings of the members and of the board in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member, which shall be furnished to the office of secretary and such duties as from time to time may be assigned to the secretary by the president of the board.

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ARTICLE VI

Order of Business

1. Order of Business

The order of business at any regular or special meeting of the members of the board shall be:

- (a) Reading and approval of any unapproved minutes.
- (b) Reports of officers and committees
- (c) Unfinished business
- (d) New business
- (e) Adjournment

2. Parliamentary Procedure

On questions of parliamentary procedure not covered in these bylaws, a ruling by the president shall prevail.

ARTICLE VII

Committees

1. Committees of Directors

The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the board in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board, or any individual director, of any responsibility imposed upon it or him by law.

2. Other Committees

Other committees not having and exercising the authority of the board in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

3. Term of Office

Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

4. Chairman

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

5. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

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6. Quorum

Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

7. Rules

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

ARTICLE VIII

Contracts, Checks, Deposits and Funds

1. Contracts

The board may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation; and such authority may be general or confined to specific instance.

2. Checks, Drafts, etc.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the board. In absence of such determination by the board, such instruments shall be signed by the treasurer and countersigned by the president of the corporation.

3. Deposits

All funds of the corporation shall be deposited from time to time to credit of the corporation in such banks, trust companies or other depositories as the board may select.

4. Gifts

The board may accept on behalf of the corporation any contribution, gifts, bequests, or devise for the general purpose or for any special purpose of the corporation.

ARTICLE IX

Certificates of Membership

1. Certificates of Membership

The board may provide for the issuance, and determine the form, of certificates evidencing membership in the corporation. Such certificates shall be signed by the president and the secretary, sealed with the seal of the corporation, and consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate becomes lost, mutilated, or destroyed, a new certificate may be issued upon such terms and conditions as the board may determine.

ARTICLE X

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the board, and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names

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and addresses of the members. All books and records of the corporation may be inspected by any member, or his or her agent or attorney, for any proper purposes at any reasonable time. The board shall cause an audit of the records of the corporation to be made each year by a competent auditor.

ARTICLE XI

Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

ARTICLE XII

Seal

The board shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and word, "Corporate Seal".

ARTICLE XIII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the statutes of said State or the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled thereto, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

Repeal or Amendment of Bylaws

These bylaws may be repealed or amended by a majority vote of the members present at any annual meeting or the members, or at any special meeting of the members called for such purpose, at which a quorum is present: provided, however no such action shall change the purposes of the corporation so as to impair its rights and powers under the laws of said State, or to waive any requirement of bond or any provision for the safety and security of the property and funds of the corporation or its members or to deprive any member without its express assent of rights, privileges, or immunities then existing. Notice of any amendment to be offered at any meeting shall be given not less than seven (7) nor more than thirty (30) days before such meeting and shall set forth such amendment.

KNOW ALL MEN AND WOMEN BY THESE PRESENTS: That the undersigned secretary of the corporation identified in the foregoing bylaws does hereby certify that the foregoing laws were duly adopted by the members of said corporation, as bylaws of said corporation, on the 13<sup>th</sup> day of January 1978, at a duly called and constituted meeting of the members, and that they do now constitute the bylaws of said corporation.