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of the
Black Forest Colony, Inc., Glen Spey, NY 12737

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Section

4. **SPECIAL MEETINGS.** Special meetings of stockholders other than those regulated by statute, may be called at any time by a majority of the Directors. Notice of such meeting, stating the purpose for which it is called, shall be served by mail, not less than 10 (ten) days before the date set for such meeting. It shall be directed to a stockholder at his/her address as it appears on the stock book, but at any meeting at which all stockholders shall be present, or of which stockholders not present have waived notice in writing, the giving of notice as above described may be dispensed with. The Board of Directors shall also, in like manner, call a Special Meeting of stockholders whenever so requested in writing by stockholders representing not less than 10% (ten percent) of the capital stock of the company. No business other than that specified in the call for the meeting shall be transacted at any special meeting of the stockholders.
5. **VOTING.** At all meetings of the stockholders, all questions, the manner of deciding which is not specifically regulated by statute, shall be determined by a majority vote of the stockholders present in person or by proxy, provided, however, that any qualified voter may demand a stock in which case each stockholder present, in person or by proxy, shall be entitled to cast one vote for each share of stock owned or represented by him/her. All voting shall be viva voce, except that a stock vote shall be by ballot, each of which shall state the name of the stockholder voting and the number of shares represented by him/her, only owners of stock issued and delivered by the Corporation are entitled to vote and in addition, if such ballot be cast by proxy, the name of the proxy shall be stated. If so demanded by majority of the voters present, in person or by proxy, the voting shall be secret. The casting of all votes at Special Meetings of the stockholders shall be governed by the provisions of the Corporation laws of this State.
6. **MOTIONS.** At Annual Meetings, so far as is reasonably possible, stockholders should submit to the Secretary at least 15 (fifteen) days prior to the date of the meeting, any motions to be submitted.
7. **ORDER OF BUSINESS.** The order of business at all meetings of the Stockholders shall be as follows:
 1. Roll Call
 2. Proof of notice of meeting or waiver of notice.
 3. Reading of minutes of preceding meeting.
 - 4.
 5. Report of Officers.
 6. Report of Committees.
 7. Unfinished business.
 8. Election of inspectors of election.
 9. Election of Directors and Trustees.
 10. New business.

BY-LAWS BLACK FOREST COLONY INC.

Clubhouse, 323 Black Forest Road, Glen Spey, New York 12737-0451

ARTICLE I: PRINCIPAL PLACE OF BUSINESS: MEETINGS

Section

0. The principal place of business of the Corporation shall be in Glen Spey, New York.
1. **ANNUAL MEETING.** The annual meeting of stockholders shall be held in our Club Bungalow in Glen Spey, New York, on the last Saturday in June, at 6 P.M. If the day so designated falls upon a legal holiday, then the meeting shall be held on the first secular Saturday thereafter, (amended June 25, 2011)
2. **NOTICE OF MEETING.** Except as otherwise provided by law or the Certificate of Incorporation, notice given by the Secretary personally, in writing via first class mail, or by electronic transmission of each meeting of shareholders shall be given not less than 10 nor more than 60 days before the date of the meeting to each shareholder entitled to vote at such meeting at his or her address as it appears in the stock book, such notice to specify the date and time, the place, and the purpose or purposes of the meeting. Without limiting the manner by which notice otherwise may be given to shareholders, any notice shall be effective if given by a form of electronic transmission consented to (in a manner consistent with the New York Business Corporation Law) by the shareholder to whom the notice is given, and such notice shall be deemed to be given at the time, if delivered by electronic mail when directed to an electronic mail address at which the shareholder has consented to receive notice, and if delivered by any other form of electronic transmission when directed to the shareholder. Notice of the date and time, the place (if any), and purpose of any meeting of shareholders may be waived (1) in writing signed by the person entitled to notice thereof or (2) by electronic transmission made by the person entitled to notice, either before or after such meeting. Notice will be waived by any shareholder by his attendance thereat in person or by proxy, except when the shareholder attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Any shareholder so waiving notice of such meeting shall be bound by the proceedings of any such meeting in all respects as if due notice thereof had been given, (adopted June 25, 2011)
3. **QUORUM.** The presence, in person or by proxy, of the holders of 51 % of the outstanding stock entitled to vote shall be necessary to constitute a quorum for

Section

6. **NOTICE OF MEETINGS.** Notice of meetings, other than the regular annual meetings, shall be given by service upon each Director in person, or by mailing to him/her at his/her last known post office address, at least 10 (ten) days before the date therein designated for such meetings, including the day of mailing, of a written or printed notice specifying the time and place of such meeting, and the business to be brought before the meeting and no business other than that specified in such notice shall be transacted at any special meeting. At any meeting at which every member of the Board of Directors shall be present, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.
7. **QUORUM.** At any meeting of the Board of Directors, three (3) members of the Board shall constitute a quorum for the transaction of business, but in event of a quorum not being present, a lesser number may adjourn the meeting to some future time, not more than 14 (fourteen) days later.
8. **VOTING.** At all meetings of the Board of Directors each Director is to have one vote, irrespective of the number of shares of stock he/she may hold.
9. **VACANCIES.** Vacancies in the board occurring between annual meetings shall be filled for the unexpired portion of the term by a majority of the remaining directors.
10. **REMOVAL OF DIRECTORS.** Any one or more of the Directors may be removed, either with or without cause, at any time by a vote of the stockholders holding 66 2/3% (two-thirds) of the stock, at any special meeting called for this purpose.
11. **OFFICER'S LIABILITY.** The Black Forest Colony, Inc. shall pay for any deductible that may result from a lawsuit against any or all of its Board of Directors that is not covered by Officers and Director Liability Insurance carried by the Black Forest Colony, Inc. (Adopted June 24, 2000)
- 11a. **OFFICERS & DIRECTORS LIABILITY INSURANCE.** The Black Forest Colony, Inc. shall budget and provide funds to acquire Officers and Directors Liability Insurance. (Adopted June 28, 2003)

ARTICLE III: OFFICERS

Section

Section

6. **RULES.** All meetings of the Black Forest Colony, Inc., shall be run according to the most recent version of Robert's Rules of Order, except where there is a conflict with procedures set forth in the Black Forest Colony, Inc., By-Laws, (adopted June 29, 2002)

ARTICLE II: DIRECTORS

Section

1. **NUMBER OF DIRECTORS.** The affairs and business of this Corporation shall be managed by a Board of five directors, who shall be stockholders of record, and at least one of such directors shall be a resident of the State of New York and a citizen of the United States.
2. **HOW ELECTED.** At the annual meeting of stockholders, the five persons receiving the majority of the votes cast, shall be directors and shall constitute the Board of Directors for the ensuing year.
- 2a. **CONSENT TO SERVE.** Any nominee to any office in the Corporation shall consent in person or in writing that he/she will serve in such office, if elected.
- 2b **OFFICERS AND DIRECTORS LIABILITY INSURANCE.** The Black Forest Colony, Inc., shall budget and provide funds to acquire Officers and Directors Liability Insurance. (Adopted June 28, 2003)
3. **TERM OF OFFICE.** The term of office of each of the Directors shall be one (1) year, and thereafter until his/her successor has been elected.
4. **DUTIES OF DIRECTORS.** The Board of Directors shall have the control and general management of the affairs and business of the Corporation. Such Directors shall in all cases act as a Board, regularly convene, by a majority, and they may deem proper, not inconsistent with these by-laws and the laws of the State of New York. The Board of Directors shall have the control and general management of all routine affairs and business of the Corporation.
- 4a. **LIMIT OF SPENDING.** The Board of Directors, without the consent of the Stockholders, cannot contract obligations of a single item in excess of \$5000 (five thousand dollars), except taxes and similar obligations compulsory under any laws of local, state, or federal government. (Amended June 24, 2000)
5. **DIRECTORS' MEETING.** Regular meetings of the Board of Directors shall be held immediately following the annual meeting of the stockholders and at such other times as the Board of Directors may determine. Special meetings of the Board of Directors may be called by the President at any time, and shall be called by the President or the Secretary upon the written request of two directors

from said books to the extent and as prescribed by law. He/she shall sign all certificates of stock. He/she shall present to the Board of Directors at their stated meetings all communications addressed to him/her officially by the President or any officer or shareholder of the Corporation. He/she shall attend to all correspondence and perform all duties incident to the office of Secretary.

TREASURER - The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Corporation, and deposit all such funds and securities in the name of the Corporation in such bank or banks, trust company or trust companies or safe deposit vaults as the Board of directors may designate. He/she shall sign, make and endorse in the name of the Corporation all checks, drafts, warrants and orders for the payment of money, and pay out and dispose of same and receipt thereof, under the direction of the President or the Board of Directors. He/she shall exhibit at all reasonable times his books and accounts to any director or stockholder of the Corporation upon application at the office of the Corporation during business hours. He/she shall render a statement of the condition of the finances of the Corporation at each regular meeting of the Board of Directors, and a full financial report at the annual meeting of the stockholders. He/she shall keep at the office of the Corporation correct books of account of all its business and transactions and such other books of account as the Board of Directors may require. He/she shall do and perform all duties pertaining to the office of the Treasurer

PROPERTY SUPERVISOR -

The Property Supervisor shall be the custodian of all keys, tools, tangible and real property, make recommendations for the upkeep and improvements of the roads, bridges, houses, and other real property and recommend to the Board the acceptance or refusal of all work to be contracted for by the Corporation.

Section

4. **BOND.** The Treasurer shall, if required by the Board of Directors, give to the Corporation such security for the faithful discharge as the Board may direct.
5. **VACANCIES, HOW FILLED.** All vacancies in any office shall be filled by the Board of Directors without undue delay, at its regular meeting, or at any meeting specially called for that purpose.
6. **COMPENSATION OF OFFICERS.** The officers shall receive such salary or compensation as may be determined by the Board of Directors, subject to the approval of the stockholders.

Section

2. **ELECTION.** All officers of the Corporation shall be elected annually by the Board of Directors at its meeting held immediately after the meeting of stockholders, and shall hold office for the term of one (1) year or until their successors are duly elected.
3. **DUTIES OF OFFICERS.** The duties and powers of the officers of the Corporation shall be as follows:

PRESIDENT - The President shall preside at all meetings of the Board of Directors and Stockholders. He/she shall present at each annual meeting of the stockholders and directors a report of the condition of the business of the Corporation. He/she shall cause to be called regular and special meetings of the stockholders and directors in accordance with these by-laws. He/she shall appoint and remove, employ and discharge, and fix the compensation of all servants, agents, employees, and clerks of the Corporation other than the duly appointed officers, subject to the approval of the Board of Directors. He/she shall sign and make all contracts and agreements in the name of the Corporation. He/she shall see that the books, reports, statements and certificates required by the statutes are properly kept, made, and filed according to law. He/she shall sign all certificates of stock, notes, drafts or bills of exchange, warrants or other orders for the payment of money duly drawn by the Treasurer. He/she shall enforce these by-laws and perform all the duties incident to the position and office, and which are required by law.

VICE PRESIDENT - During the absence and inability of the President to render and perform his/her duties, or exercise his/her powers, as set forth in these by-laws or in the acts under which this Corporation is organized, the same shall be performed and exercised by the Vice President; and when so acting, he/she shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such President.

SECRETARY- The Secretary shall keep the minutes of the meetings of the Board of Directors and of the stockholders in appropriate books. All minutes and other documents filed with the minutes must be signed by the Secretary and countersigned or initialed by all other Board members and Trustees present at the next meeting at which such minutes and other documents are read. He/she shall give and serve all notices of the Corporation. He/she shall be custodian of the records and of the seal, and affix the latter, when required. He/she shall keep the stock and transfer books in the manner prescribed by law, so as to show at all times the amount of capital stock, the manner and the time the same was paid in, the names of the owners thereof, alphabetically arranged, their respective places of residence, their post office address, the number of shares owned by each, the time at which each person became such owner and the amount paid therein; and keep such stock and transfer books open daily during business hours at the office of the Corporation, subject to the inspection of any

Section

3A

A share of stock in the Black Forest Colony, Inc., shall be attached to each valid Unsold lot, and also attached to each lot whose owner does not own a share Of stock. The owner of said lot may purchase a share for \$2500(price subject To change by the Board of Directors), or it will be added to the sale price of the Lot when sold. The share and land must go together. The proceeds from the Sale of Colony stock, where the lot owner has not purchased a share, shall go To the Black Forest Colony at a price agreed upon by the Board of Directors. There shall be only one share per valid lot, per section, block, and lot number

Section

4

DETERMINATION OF STOCKHOLDERS OF RECORD FOR CERTAIN PURPOSES.

The Board of Directors may fix a time, not exceeding sixty days preceding The date fixed for the payment of any dividend, or the making of any

ARTICLE IV:SEAL

Section 1.

SEAL

The seal of the Corporation shall be as follows:

ARTICLE V: CERTIFICATES OF STOCK

Section

1.

DESCRIPTION OF STOCK CERTIFICATES. Certificates of stock of the Corporation shall be numbered and registered in the order in which they are issued and registered in the order in which they are issued, Certificates shall exhibit the holder's name, the number of shares and The date of issue of the certificate. Certificates shall be signed by the President or Vice President, and countersigned by the Secretary or Treasurer and sealed with the seal of the Corporation. Subject to the Foregoing requirements, certificates shall be in such form as the Board May prescribe,(amended June 25,2011)

Section

2.

TRANSFER OF STOCK. The stock of the Corporation shall be assignable And transferable on the books of the Corporation only with the consent Of the Board of Directors ad in accordance with the stock certificate Agreement dated September 5,1940, only by the person named in the Certificate or by an attorney-in-fact lawfully constituted in writing and Upon surrender and cancelation of a certificate or certificates for a like Number of shares of the same class of stock, with duly executed Assignment and power of transfer endorsed thereon or attached thereto, And with such proof of the authenticity of signatures as the corporation May reasonably require. In the case of transfer by attorney, the power of Attorney, duly executed and acknowledged, shall be deposited with the Secretary.. In all cases of transfer, the former certificate must be surrendered And canceled before a new certificate is issued. No transfer shall be made Upon the books of the Corporation within ten (10) days preceding the Annual meeting of the stockholders. No transfer shall be valid unless such Transfer or assignment was executed with the consent of the Corporatio, (adopted June 25, 2011)

Section

3

SALE LOF STOCK The Board of Directors shall close the subscription books Upon the issuance of two hundred (200) shares of the Capital Stock. (Amended June,24,2000)

ARTICLE VIII: AMENDMENTS

Section

1. **HOW AMENDED.** These by-laws may be altered, amended, repealed, or added to by an affirmative vote of the stockholders representing two thirds (2/3) of the whole capital stock, issued and delivered by the Corporation, at an annual meeting or at a special meeting called for that purpose, provided that a written notice shall have been sent to each stockholder of record which notice shall state the alterations, amendments, or changes which are proposed to be made in such by-laws. Only such changes as have been specified in the notice shall be made. If, however, all the stockholders shall be present at any regular or special meeting, these by-laws may be amended by a unanimous vote, without any previous notice.

ARTICLE IX: LIMITATIONS OF POWER OF THE BOARD OF DIRECTORS

Section

1. No director, officer or agent of the corporation, either singly or jointly, shall have the power to:
 - a. Transfer, sell or convey any of the lands lying outside the present fence enclosure without the consent of the majority of the stockholders.
 - b. Mortgage any property owned by the Corporation without the consent of the majority of the stockholders.

ARTICLE X: TRUSTEES

(Adopted by the stockholders at the annual meeting March 26, 1958)

Section

1. At each annual meeting, immediately following the election of the new Board of Directors, **two Trustees shall be elected from among the stockholders.** Whenever possible, they shall be elected from among those who are and have been stockholders of record for at least ten (10) years.
2. **Manner of election and term of office** shall be the same as for the Board of Directors.
3. **Their function shall be** to offer advice and guidance to the Board of Directors, whenever asked for or when deemed necessary to give for the benefit or protection of the stockholders.
4. **Invitations to both Trustees to all meetings** of the Board of Directors shall be in the same manner as that to all Board members. One or both Trustees may attend any Board meeting.

distribution or for the delivery of evidences of rights or evidences of interest arising out of any change, conversion or exchange of capital stock, as a record time for the determination of the stockholders entitled to receive any such dividend, distribution, rights or interest. The Board of Directors at its option, in lieu of so fixing a record time, may prescribe a period not exceeding 60 days prior to the date for such payment, distribution or delivery during which no transfer of stock on the books of the corporation may be made, (adopted June 25, 2011)

Section

5. **LOST CERTIFICATE.** In case any certificate of stock shall be lost or destroyed, the Board of Directors, in its discretion, may authorize the issue of a substitute certificate; provided, that, in each such case, the lost or destroyed certificate shall be canceled on the books of the corporation and the applicant for a substitute certificate shall furnish to the corporation evidence to the Board's satisfaction, in the Board's discretion, of the loss or destruction of such certificate and of the ownership thereof and also such security and indemnity as may by the corporation be required, (adopted June 25, 2011)

Section

6. **TRANSFER OF STOCK. ADDITIONAL RESTRICTION.** Regarding transfers of stock where the owner of such stock owes moneys to the Corporation for dues, fees, taxes, etc., see details under Article XI, Sec. 2.

ARTICLE VI: DIVIDENDS

Section

1. **WHEN DECLARED.** The Board of Directors shall by vote declare dividends from the surplus profits of the Corporation whenever, in their opinion, the condition of the corporation's affairs justify such dividends to be declared, (amended June 25, 2011)

ARTICLE VII: BILLS. NOTES. ETC.

Section

1. **HOW MADE.** All bills payable, notes, checks or other negotiable instruments of the Corporation shall be made in the name of the Corporation, and shall be signed by the President or Vice President and countersigned by the Treasurer. No officer or agent of the Corporation, either singly or jointly with others, shall have the power to make any bill payable, note, check, draft or warrant or other negotiable instrument, or endorse the same in the name of the Corporation, or contract or cause to be contracted any debt or liability in the name or in behalf of the Corporation, except as herein expressly prescribed and provided.

- 4 The Board is authorized to retain legal counsel and proceed with legal Action to enforce Black Forest Colony by-laws and covenants and restrictions (including actions, money damages, foreclosures of property and executions Of judgements) against property owners who are in arrears. The Black Forest may also take legal actions against members who violate Black Forest by-laws and covenants and restrictions. The property owners shall Be liable for all legal expenses incurred by the Black Forest.

ARTICLE XII: DRIVEWAY GRADES AD CULVERTS

Section

- 1 Future individual driveways connecting to Black Forest roads be constructed With a negative grade away from the road for a distance of no less than ten (10) Feet and that side drainage ditches be constructed so as to drain a culvert of No less than fifteen (15) inches in diameter. The placement of any new or Replacement culverts must be approved by the Black Forest Colony Board (adopted June 24, 2000)

ARTICLE XII: RULES AND REGULATIONS

Section

- 1 No livestock shall be permitted anywhere within the fence perimeter of the Black Forest Colony.
- 2 The gross weight of all vehicles exceeding 10 tons be prohibited from entering The gates and driving on Black Forest roads.. Gross weight shall include the weight Of any load and the weight of the driver and any passenger.

Exceptions shall include:

1. Emergency Vehicles (Police ,Fire, Ambulance and 'rescue)
 2. Sanitation Vehicles
 3. Fuel Delivery Vehicles
 4. Moving Vans
- 3 Any new house built in the Black Forest will be required to pay a \$2500 user Fee to cover road maintenance for the Black Forest roads before Construction..

Section

- 5** The Trustees shall have no voting power in Board of Directors meetings, But shall have the right to request postponement of execution of decisions Made by the Board. The Trusteed must bring such matters before the Stockholders for final decision at a meeting to be called by the Trustees For that purpose, in accordance with the by-laws, within ten (10) days.
- 6** Board meetings shall function without the presence of Trustees, provided The both Trustees have been properly invited.
- 7** If both Trustees are prevented from attending a Board meeting, the Secretary Shall mail them a copy of the minutes of such meeting within seven (7) days.
- 8** Any action taken by the Board, or any of its members, contrary to a Postponement request by one or both Trustees, may be reversed, canceled Or declared void by the stockholders at a meeting called for that purpose.
- 9** Disputes between Trustees ad the Board shall be brought for settlement Before the stockholders who, by majority vote,, may replace any Trustee And fill trusteeships vacated for other reasons.

ARTICLE XI: PAYMENT OF BACK DUES AD OTHER ARREARAGES

SECTION

- 1** Any member buying or having in any way transferred to him/her property From another member will automatically be responsible for payment to the Colony of all back dues, fees, taxes, and other obligations in connection with The land to be transferred, before a deed can be issued.
- 2** Also, if a share of stock is involved, the transfer to the new member shall not be **Made in the Stock Transfer Records until all arrearages against the property Have been paid in full.**
- 3** Be it resolved that, in conjunction with the adoption of the 2009 Budget Submitted by the Board of Directors, that the Corporation levy a two percent (2%) per month maintenance fee on all dues billed in January and not paid By March 31. This maintenance fee shall be assessed each month until the Dues and maintenance fees are collected, (amended June 28,2008)