

Woodridge Lake P.O.A.

Revision of WLPOA Bylaws

Adopted on October 12, 1991

and

Effective as from January 1, 1999

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BYLAWS OF THE WOODRIDGE LAKE
PROPERTYOWNERS ASSOCIATION, INC.

ARTICLE I. Definitions.

The following terms as used in these ByLaws are defined as follows:

- a. "Association" means the Woodridge Lake Property Owners Association, Inc., a Connecticut not-for-profit corporation.
- b. "Board" means the Board of Directors of the Association.
- c. "Bylaws" means the ByLaws of the Association.
- d. "Declaration" means the Declaration of Restrictions dated as of July 23, 1969, as amended and restated by vote of a majority of the numbered lots in the development on January 1, 1990, and as the same may be supplemented or amended from time to time.
- e. "Developer" means Boise Cascade Recreation Communities, a division of Boise Cascade Home & Land Corporation, and its successors.
- f. "Development" means "Woodridge Lake," a recreation community developed by Boise Cascade Recreation Communities, as the same may be shown on maps thereof recorded from time to time.
- g. "Lot" means any Lot in the Development included from time to time within the definition of "Residential Lot" set forth in the Declaration.
- h. "Seal" means the seal of the Corporation which shall have inscribed thereon the name of the Corporation, the word "Seal" and the word in the form imprinted hereon.
- i. "Association Facilities" includes the lake known as Woodridge Lake, parks, recreational facilities and other areas within the Development designated by the Association as being available for use by members or associate members.
- j. "Owner-household" means (i) if a Lot is owned individually by a single family, the individuals comprising the single family owning the Lot: or (ii) if a Lot is owned by a corporation, general partnership limited partnership, trust or other legal entity, the single designated officer, partner, trustee, employee or tenant of such applicable entity and such designated individual's family: or (iii) if a Lot is owned jointly by two or more families, the individuals comprising the family of the person designated on the certificate called for in Article III, Section 2.
- k. "Rules and Regulations" formerly known as the Blue Book means the current issue of the Association's publication which contains the Rules and Regulations governing use of the Association Facilities, as amended.

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ARTICLE II. Association Membership

II. Section 1. Classes of Members.

There shall be members and associate members.

II. Section 2. "Member" shall include:

II. 2. A. Any person and spouse, including Developer, who holds fee title to a Lot or an undivided interest in fee title to a Lot: or any person who has contracted to purchase fee title to a Lot or an undivided interest in fee title to a Lot under a written agreement, properly recorded at the Goshen Town Clerk's office, in which case the seller under said agreement shall cease to be the member of said Lot. There shall be one vote for each Lot regardless of the number of persons who may have an ownership interest in such Lot or the manner in which it is held by them.

II. 2. B. Any person (not exceeding 85 persons in the aggregate) designated by Frances A. Roraback or others in accordance with the provisions of a Deed dated May 24, 1969 and recorded in Goshen Land Records, Volume 46, Pages 8 through 15, shall, by reason of such designation, and the ownership of a lot, become a member of the Association and each such person shall have one vote. If more than one person shall have an ownership interest in any lot, one of them shall be designated in writing as the voting member at the request of the Association.

II. 2. C. Any person designated by the Developer who was a predecessor in title to the lands within the Development, shall by reason of such designation, become a member of the Association, and each such person shall have one vote.

II. Section 3. Associate Members.

If not otherwise a member, each of the following shall, on written application, be entitled to associate membership in the Association:

II. 3. A. The children of a member who have the same principal residence as the member.

II. 3. B. Persons who may be tenants or regular occupants of residences situated within the Development.

Associate members shall have no vote or right to notice of any regular or special meeting of members.

II. Section 4. Privileges of Members and Associate Members.

II. 4. A. Only one designated owner-household for each Lot shall be fully eligible to utilize Association Facilities and one person from such owner-household shall be designated as being eligible to vote at regular and special meetings of members.

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II. 4. B. The privileges and duties of associate members shall be established from time to time by the Board by resolution. The privileges and duties of associate members need not be the same as those of members.

II. Section 5. Violation of Deed Restrictions, Bylaws, Rules and Regulations.

II. 5. A. The Board of Directors of the Association shall have the rights to impose fines and/or suspend the voting rights (if any) and the right to use the Facilities of the Association of any member or associate member as follows:

II. 5. A. (i). For any period of time during which any Association charge owed by the member or associate member remains unpaid:

II. 5. A. (ii). During the period of any continuing violation of the restrictive covenants for the Development or violation not rectified to the satisfaction of the Board, after the existence of such violation shall have been declared by the Board;

II. 5. A (iii). Because of repeated violations of the Bylaws or Regulations of the Association.

II. 5. B. In the event of a violation involving the non-payment of any Association charge when due, the amount due shall then ipso facto become a lien upon the Lot or Lots owned by the person owing such charge or charges, and shall remain a lien against said Lot or Lots until paid in full, together with any late-payment penalty and interest charge assessed by the Association as is hereafter provided. The violating member shall also reimburse the Association for all its expenses, cost and reasonable attorney's fees incurred by it in endeavoring to extinguish such violation. All such damages, liquidated or otherwise, together with interest thereon at a rate not to exceed one and one-half percent per month, and applicable costs and expenses shall remain a lien against said Lot or Lots until paid in full.

II. 5. C. In the event of a violation (other than the non-payment of Association charges) by any member or associate member of any provision of the Declaration of Restrictions, or of these Bylaws, or of any rules or regulations of the Association, the Board of Directors of the Association shall have the right, by and through its agents, employees or contractors to take one or more of the following actions:

II. 5. C. (i). To enter upon the Lot or Lots where such violations or breach exists and summarily abate and remove, at the expense of the defaulting owner, and any structure, thing, or condition that may exist thereon contrary to the intent of the provisions of the Declaration, or the Bylaws, or any rules or regulations of the Association as the same may be amended from time to time. The Association, or its successors or assigns, or the Board of Directors, or its agents, shall not thereby be deemed guilty in any manner of trespass;

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II. 5. C. (ii). To initiate an action at law to recover damages on behalf of the Association and/or on behalf of other members and associate members:

II. 5. C. (iii). To initiate an action in equity to enforce performance on the part of the member or associate member; or

II. 5. C. (iv). To initiate an action in equity for such equitable relief as may be necessary under the circumstances, including injunctive relief.

II. 5. D. Any violations which are deemed by the Board of Directors to be a hazard to public health or safety may be corrected immediately as an emergency matter and the cost thereof including reasonable attorney's fees shall be charged to the member as a specific item, which shall be a lien against each of that member's Lots with the same force and effect as if the charge were part of the count of the annual charge of the Association allocable to said Lot or Lots. In addition, and not by way of limitation, the Board of Directors may immediately suspend the voting privilege of the member and the license of the member or associate member to use Association Facilities.

II. 5. E. The "Notice and Hearing" provisions of Article 9 of the Declaration, as they may from time to time be amended, shall be observed in any enforcement action initiated pursuant to this Section 5 of Article II.

II. 5. F. The failure of the Board of Directors or of the Association to enforce any right, provision, covenant, or condition which may exist shall not constitute a waiver of their right to enforce such right, provision, covenant or condition in the future.

II. 5. G. All rights, remedies, and privileges granted to the Association, the Board of Directors, the member, or the associate member, pursuant to any terms, provisions, covenants or conditions of the Declaration of Restrictions or these Bylaws shall be deemed to be cumulative and the exercise of any one or more shall not be deemed to constitute an election of remedies, nor shall it preclude the party thus exercising the same from exercising such other and additional rights, remedies or privileges as may exist at law or in equity.

II. 5. H. The violating member shall pay for all the Association's costs and expenses, including without limitation reasonable attorney's fees, incurred in any action to enforce the Declaration, these Bylaws or any rules or regulations of the Association whether or not recourse to a court of competent jurisdiction is sought.

ARTICLE III. Evidence of Membership and Termination.

III. Section 1. Membership Certificates.

Certificates of membership in the Association may be issued to members and associate members. Such certificates shall be in such form as the Board shall from time to time designate and shall be issued over the signature of the President or other designated officer of the Association. Such certificates shall indicate whether or not the holder is a

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member or an associate member and shall also indicate the Lot, the ownership of which give rise to membership or other reason for membership set forth in Article II. Each such certificate shall also clearly state on its face that the Association is a not-for-profit corporation. Adequate records shall be maintained at the registered office of the Association showing the names of the members and associate members of the Association, the type of membership and the date of membership.

III. Section 2. Designation of Member and Associate Member.

If a Lot is owned by more than one person, the person entitled to be the member of the Association and entitled to cast votes for the Lot at regular and special meetings of the Association shall be designated on a certificate signed by all of the recorded owners of the Lot and filed with the Secretary of the Association, on a form to be prepared by the Association and used in connection with such designation. If a Lot is owned by a corporation, general partnership, limited partnership, trust or other legal entity, the officer, partner, trustee, or employee thereof, as applicable, entitled to cast the vote at regular and special meetings of the Association shall be designated in such membership designation certificate for this purpose, which certificate shall be signed by the appropriate officer, partner or trustee, as applicable, and filed with the Secretary of the Association. If such a certificate is not on file with the Secretary of the Association for a Lot owned by more than one person or by a corporation, general partnership, limited partnership, trust or other legal entity, the Association may decide that the vote of such Lot concerned shall not be considered in determining the requirements for a quorum, or for any other purpose requiring the approval of a person entitled to cast the vote for the Lot, except if said Lot is owned by a husband and wife. Such membership designation certificate shall be valid until revoked or until superseded by a subsequent designation certificate, or until a change in the ownership of the Lot concerned. If a Lot is owned jointly or individually by a husband and/or wife, the following shall apply:

- III. 2. A. Each shall be a member of the Association.
- III. 2. B. They may, but they shall not be required to, designate a voting member.
- III. 2. C. If they do not designate a voting member and if both are present at a meeting and are unable to concur in their decision upon any subject requiring a vote, they shall lose their right to vote on that subject at that meeting.
- III. 2. D. Where they do not designate a voting member, and only one is present at a meeting, the person present may cast the vote applicable to their Lot, just as though he or she own the Lot individually and without establishing the concurrence of the absent person.

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III Section 3. Termination.

A person ceases to be a member when he no longer meets the requirements set forth in Article II. Section 2, and those associate memberships existing through relationship to such person shall cease.

ARTICLE IV. Meeting of Members

IV. Section 1. Place of Meetings

Any meeting of the members of the Association shall be held in the County of Litchfield, State of Connecticut, at such place therein as may be stated in the notice of such meeting.

IV. Section 2. The Annual Meeting.

The annual meeting of the Association shall be held on the **third Saturday of September**, or at such other time as may be determined by the Board of Directors.

IV. Section 3. Special Meetings of the Association.

Special meetings of the Association may be called by the Board at any time in the manner herein provided. A special meeting shall be called by the President or, in the President's absence or his failure to act, by any Vice President, upon the written petition of fifty (50) or more members of the Association who would have the right to vote at such special meeting. Such petition shall set forth the purpose of the special meeting. The President or Vice President shall call such special meeting within five (5) days after receipt by him of such a written petition of fifty (50) or more members of the Association, such meeting to be held not more than thirty five (35) days from the President's or Vice President's receipt of such petition. The call for such special meeting shall be sent by first class mail postage prepaid to each member of the Association at his address as it appears on the records of the Association.

IV. Section 4. Notice of Meetings of the Association

Except for those Special Meetings called pursuant to petition by members and referred to in the preceding Section, written notice of the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than thirty (30) days or more than fifty (50) days before the date of the meeting, either personally or by mail, to each member entitled to vote at such meeting. If mailed, such notice shall be addressed to the member at his address as it appears on the records of the Association, with first class postage prepaid. At a special meeting, no business shall be conducted except that stated in the notice of said meeting.

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IV. Section 5. Quorum.

A quorum at either a special meeting or at the annual meeting shall be ten percent (10%) of the members entitled to vote at such meeting in person or by proxy. The members present in person or by proxy at a special meeting or at the annual meeting may continue to do business and vote until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. The vote of a majority of the votes cast at any valid meeting shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by law or these Bylaws.

IV. Section 6. Order of Business.

The order of business at the annual meeting shall be established by the Board and shall be published in the call of the meeting.

IV. Section 7. Proxies.

Votes may be cast in person or by proxy. All proxies shall be in writing and signed by the person entitled to vote as set forth in Article III, Section 2 hereinabove and shall be filed with the Secretary of the Association not less than three (3) days prior to the meeting in which they are to be used and shall be valid for a period of sixty (60) days after such filing. Where a Lot is owned jointly by a husband and wife, and if they have not designated one of them as voting member, a proxy must be signed by both husband and wife where a third person is designated.

ARTICLE V. The Directors.

V. Section 1. Powers and Responsibilities.

The Board shall, but not be limited to:

V. 1. A. Manage and control the affairs of the Association and uphold the provisions set forth in the Declaration, these Bylaws and any applicable Rules and Regulations of the Association.

V. 1. B. Adopt a corporate seal as the seal of the Association.

V. 1. C. Designate a banking institution or institutions as depository for the Association's funds; and the officer or officers authorized to make withdrawals there from and to execute obligations on behalf of the Association.

V. 1. D. Act in all instances on behalf of the Association, except as specifically provided in the Declaration of Restrictions, or these Bylaws; or by law. The Board shall have the powers and duties necessary for the administration of the affairs of the Association which shall include, but not be limited to the following:

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V.1. D (i) Hire, employ and discharge a manager, at a compensation to be established by the Board of Directors, to perform such duties and services as the Board shall authorize.

V. 1. D. (ii) Hire and discharge employees, agents and independent contractors.

V. 1. D. (iii) Institute, defend or intervene in litigation or administrative proceedings in the Association's name on behalf of itself or one or more Lot Owners on matters affecting the Association and its members.

V. 1. D. (iv) Make contracts and incur liabilities.

V. 1. D. (v) Arrange for annual financial statements compiled by a certified public accountant and for such statements to be certified by an independent certified public accountant not less frequently than every third year, with the first such certified audit to be performed for the 1992 fiscal year.

V. 1. D. (vi) Regulate the use of the Facilities and provide for their maintenance, repair, replacement and modification and to impose user fees for use of the Association Facilities by members and others.

V. 1. D. (vii) Subject to the approval of the membership, acquire, hold, encumber and convey in the name of the Association any right, title or interest to real property or personal property.

V. 1. D. (viii) Impose and receive any payments, fees or charges for the use, rental or operation of the Association Facilities.

V. 1. D. (ix) Impose charges or interest or both for late payment of annual charges and, after Notice and Hearing, levy reasonable fines for violations of the Declaration, Bylaws, Rules and Regulations of the Association.

V. 1. D. (x) Impose reasonable charges for the preparation and certification of resale certificates or statements of unpaid annual charges and fees.

V. 1. D. (xi) Provide for the indemnification of its officers and Board of Directors and all committees and maintain liability insurance for Directors, Officers and members of all committees.

V. 1. D. (xii) Exercise any other powers conferred by the Declaration or Bylaws.

IV. D. (xiii) Exercise any other powers necessary and proper for the governance and operation of the Association.

V. 1. D. (xiv) By resolution, and establish committees, permanent and adhoc, to perform any functions above as specifically delegated in the resolution establishing the committee. Actions taken by a committee may be referred to the Board for review by any member within 45 days of posting or publication of

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such notice, and such committee action must then be ratified, modified or rejected by the Board at its next regular meeting, or within a reasonable period of time thereafter.

V. 1. E. The Board shall adopt such rules and regulations relating to the use of Association property, and sanctions for noncompliance therewith, as it may deem reasonably necessary for the best interest of the Association and its members. The Board may also establish and levy reasonable fees for issuance of building permits for the use of Association Facilities and property. The Board shall also employ a sufficient number of persons to adequately maintain Association Facilities and property. Further, the Board shall adopt reasonable rules of order for the conduct of the meetings of the Association and, with reference thereto, on procedural questions upon which no rules have been adopted, the ruling of the chairman of the meeting shall be final.

V. 1. F. The Board shall, prior to each Annual Meeting of the Association, adopt budgets, including Operating and Capital Budgets, for all anticipated expenditures to be presented for approval by the members at such Annual Meeting. Upon approval, The Board shall, taking into consideration other sources of income that the Association may have, levy the annual charge for each Lot and designated membership for the following year. Upon the adoption and approval of the budgets by the members, the Board shall be bound by the same and shall not commit expenditures which are likely to cause (i) the approved Capital Budget for the year to be over-expended by more than 5%, or, (ii) the approved Operating Budget for the year to be over-expended by more than 5%, without approval of the members at a Special Meeting of the Association.

The budgets shall be adopted only after the members of the Association shall have had a reasonable opportunity to review them, together with updated actual, and end-of-year projected, financial data for the then current year, including details on assets, liabilities net worth, income, expenses, reserves and unfunded liabilities, and to comment thereon, either at hearings held thereon or through such other means as the Board may direct.

No unanticipated project expenditure from the Repair and Replacement Fund in excess of 10% of the total Operating Budget then in effect shall be made without the concurring vote of at least four (4) directors of the Association.

V. 1. G. Within three months of the end of the fiscal year, the Board shall mail to all members of the Association management-prepared (a) financial reports that include statements of assets, liabilities, and net worth, showing the status of all reserves, and (b) a report of income and expenses showing all income and expenditures with a comparison of the approved budgets. The Board shall make the financial statements provided for in Article V.1.D. (v.) available to members upon request with five (5) months after the end of the fiscal year.

Section 2. Number of Directors.

The number of Directors shall be five. Directors shall be members.

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V. Section 3. Term of Office of Directors.

For the first annual election of five (5) Directors in November 1977 their terms are affixed thusly: those three (3) individuals obtaining the greatest number of votes shall serve for two calendar years; the remaining two (2) individuals shall serve for one (1) year. At the expiration of the term of office of each respective Director, his/her successor shall be elected to serve a term of two (2) years.

V. Section 4. Election of Directors.

V. 4. A. Election of Directors shall be by written ballot as hereinafter provided and shall be supervised by an ad hoc Election Committee to be appointed by the Board of Directors by the fifteenth day of June of each year. The Election Committee shall consist, initially, of three non-candidate members of the Association, one of whom may be the Secretary of the Association unless he or she is an announced candidate on the day the Board makes the appointments. These initial committee members shall select a Chairperson from among themselves. When all candidates have been identified and their candidacy validated as provided in subsection 4.C. below, the Election Committee shall be expanded to include one (1) representative of each candidate. No candidate shall be a member of the Committee.

V. 4. B. In all elections of Directors, each member entitled to vote shall be entitled to as many votes as shall equal the number of votes which he is entitled to cast on any matter other than the election of Directors, multiplied by the number of Directors to be elected, and he may cast all of such votes for a single candidate or may distribute them among the number to be voted for, or for any two (2) or more of them, as he may see fit. The persons receiving the largest number of votes shall be elected.

V. 4. C. Between the fifteenth and the thirtieth day of June of each year, any member in good standing wishing to be a candidate for election as a Director of the Association for the term beginning January of the following year shall file with the Secretary of the Association endorsements of his or her candidacy signed by not less than twenty-five (25) members in good standing and a statement designating one representative to serve on the Election Committee. If the candidate so elects, he or she may also file with the Secretary of the Association a personal statement, not to exceed 200 words, concerning his or her candidacy for election. The Secretary of the Association or his designee shall validate sufficient signatures on each candidate's endorsements and shall forward notice of all candidacies to the Election Committee and the Board.

V. 4. D. All elections to the board shall be made on written ballot prepared and mailed by the Secretary by September 1st (1st) to each member entitled to vote. Each ballot shall

- (i) describe the vacancy to be filled;
- (ii) set forth in alphabetical order the names of those persons who have become candidates for the office of Director; and

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- (iii) be accompanied by the candidate's personal statement of candidacy (if submitted).

V. 4. E. Each member entitled to vote shall receive one ballot for each Lot for which he is the voting member.

V. 4. F. The completed ballots shall be returned as follows: Each ballot shall be placed in a sealed envelope marked "Ballot" but not marked in any other way. Each such "Ballot" envelope shall contain only one (1) ballot. Such "Ballot" envelope shall be placed in the outside envelope provided by the Association which shall have printed on its face the applicable Lot or membership number, a line for a printed name and a line for a signature. Each voting member shall be advised that because of the verification procedures hereinafter set forth, the inclusion of more than one (1) ballot in any one "Ballot" envelope or the inclusion of more than one "Ballot" envelope or ballot in the outside envelope shall disqualify the return. The ballots shall be returned to the Secretary of the Association at such address as the Board may from time to time determine and shall be postmarked no later than October first (1st). Any ballots postmarked later than October first (1st) or received by the Secretary after the day fixed by the Election Committee for the Counting of ballots shall not be counted.

V. 4. G. Upon receipt of each outside envelope, the Secretary shall immediately place it in a safe or other locked place until the day fixed by the Election Committee for the counting of such ballots. On that day, the outside envelopes containing the "Ballot" envelopes shall be turned over, unopened, to the expanded Election Committee. The expanded Election Committee shall verify that

- (i) all the ballots have been returned in the pre-printed outside envelopes provided by the Association; and
- (ii) only the ballots representing votes for Lots or memberships against which no outstanding dues, fees, charges or other violations are outstanding will be counted; and
- (iii) only the ballots for which the outside envelope is completed with the printed name of the designated member and his/her signature will be counted.

Only members in good standing are entitled to vote for the election of Directors.

After completion of the verification set forth above, the outside envelopes shall be placed in a safe or other locked place, and the Election Committee shall proceed to the opening of the "Ballot" envelopes and the counting of the votes. If any outside envelope contains more than one ballot or "Ballot" envelope or if any "Ballot" envelope contains more than one ballot, all ballots contained in such outside envelope or "Ballot" envelope shall be disqualified. The Election Committee shall certify the results of the count in an announcement at the Annual Meeting and in writing to all members in good standing, and the terms of office of such Directors shall commence the following January first.

V. 4. H. All outside envelopes, ballots and statements of candidacy shall be retained by the Secretary for a period of one (1) year.

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V. Section 5. Organizational Meeting.

The organizational meeting of a newly elected Board of Directors of the Association shall be held during the month of January following their election, at such place and time as shall be fixed by the new Board of Directors during the preceding month of December, and no further notice of the organizational meeting shall be necessary, provided a quorum shall be present. The Board shall by resolution set forth the times of its regular meetings, which resolution shall provide for the manner in which notice of such meetings shall be given to Board members.

V. Section 6. Meetings of the Board of Directors:

Unless a meeting schedule is established in accordance with Article V., Section 5, the Board shall hold Regular Meetings on the third Saturday of each month. Special meetings of the Board may be called by the President or by a majority of the Board and shall be held at such place as the call or notice of the meeting shall designate. Notice to the membership of Board meetings and their agenda shall be posted at least 72 hours in advance in the offices of the Association and on the bulletin board in the Clubhouse, except in the event of an emergency meeting.

Any member of the Association may attend any Board meeting. Any member who wishes to address the Board shall make such request to any Director at least seven days in advance of such meeting so that it can be added to the agenda and shall state briefly the topic of Association business which the member wishes to address. The Board shall waive the seven day advance notice requirement when the topic the member wishes to address is one of those shown in the posted agenda or is one arising during the Board's meeting under "New Business". The Board shall set reasonable rules for the expression of members' views.

V. Section 7. Waiver of Notice and Action without Meeting.

V. 7. A. Before or at any emergency meeting of the Board of Directors, any director may waive notice of such meeting and such waiver shall be deemed equivalent to the giving of notice. Attendance by a Director at any emergency meeting of the Board shall be a waiver of notice by him at the time and place thereof. If all the Directors are present at any emergency meeting of the Board, no notice shall be required and only emergency business may be transacted at such meeting. If any Director was present at any meeting of the Board at which another meeting was scheduled no additional notice shall be required prior to such meeting, provided such meeting is not rescheduled.

V. 7. B. Unless prohibited by law, any action of an emergency nature which may be taken at a meeting of the Board may be taken without a meeting if authorized in writing, signed by all of the Directors who would be entitled to vote upon said action at a meeting, and filed with the Secretary of the Association.

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V. Section 8. Quorum.

A majority of the Directors shall constitute a quorum to transact business of the Board, and, except where specifically provided otherwise in these Bylaws, the act of the majority of the Directors present at any meeting shall be deemed to be the act of the Board.

V. Section 9. Vacancies.

If any vacancy exists on the Board, such vacancy shall be filled by the remaining Directors even though those remaining Directors might be less than a quorum. Any person so elected shall be a Director until his successor is elected at a special meeting of the Association called for that purpose. If more than one vacancy exists simultaneously, the remaining Directors shall call a special meeting of the members to elect members to fill all such vacancies.

V. Section 10. Compensation.

No Compensation shall be paid to Directors for their services as Directors. No remuneration shall be paid to a Director for services performed by him for the Association in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Directors before the services are undertaken. No remuneration or compensation shall in any case be paid to a Director without an affirmative vote of the Association members.

V. Section 11. Executive Session.

V. 11. A The Board of Directors may hold an executive session, closed to all but specifically invited persons, for purposes of discussion of one or more of the topics shown in subsections (i) through (v) of this paragraph, provided the motion to hold such a session has been adopted by majority vote of the Board at an open meeting, and further, that the motion identifies which of the subsections (i) through (v) is invoked.

(i) Discussion concerning the appointment, employment, performance, evaluation, health or dismissal of any employee, committee member or officer of the Association;

(ii) Strategy and negotiations with respect to claims and litigation or governmental enforcement action to which the Association is or may become a party:

(iii)To discuss matters concerning security strategy, the deployment of security personnel or devices affecting the security of the Association and its member.

(iv)To discuss the selection of a site or the lease, sale or purchase of real estate when publicity regarding such site, lease, sale, purchase or construction would cause the likelihood of increased price until such time as all of the property has been acquired or all proceedings or transactions concerning same have been terminated or abandoned.

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(v) To discuss real estate appraisals, engineering or feasibility estimates and evaluations in connection with Association property.

V. 11. B At the conclusion of any executive session, the Board shall reconvene in session open to Association members and may then vote in accordance with the conclusions which the Board may have reached in executive session, which vote shall be reflected in the minutes.

ARTICLE VI. The Officers.

VI. Section 1. Election and Removal of Officers.

The officers of the Association shall be the President, one or more Vice-Presidents, the Treasurer, the Secretary and such other officers and assistant officers as the Board may from time to time appoint. Officers shall serve at the will of the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

The officers of the Association shall be elected annually by the Board of Directors at the organizational meeting of each new Board of Directors during January. No compensation shall be paid to officers for their service as officers, provided, however, that this prohibition shall not apply to any officer of the Association, including without limitation the Vice President of Operations and the Recording Secretary, who is also a paid employee of the Association.

Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or any special meeting of the Board called for such purpose.

VI. Section 2. President.

The President shall be the chief executive officer of the Association. He shall be a member of the Association and shall preside at all regular and special meetings of the Association and of the Board of Directors. He shall have all the general powers and duties which are incident to the office of President of a not-for-profit non-stock corporation organized under the laws of the State of Connecticut, including but not limited to the power with the approval of the Board of Directors to appoint committees from among the members from time to time as he may in his discretion decide is appropriate to assist in the conduct of the affairs of the Association.

VI. Section 3. Vice-President.

In the absence of the President, or in the event of his inability or refusal to act, the Vice-President is empowered to act and shall thereupon be vested with the powers and duties of the President. In the event there is more than one Vice-President, the Board of Directors by majority shall elect at the organizational meeting one of the Vice-Presidents to act as President as hereinabove provided.

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VI. Section 4. Secretary.

The Secretary of the Association shall keep, or cause to be kept, the minutes of the business and other matters transacted at the meetings of the members and of the Board. He shall mail, or cause to be mailed all notices required under the Bylaws. He shall have the custody of the corporate seal and records and shall cause a list of the members and their addresses to be maintained and he shall perform all other duties incident to the office of Secretary.

VI. Section 5. Treasurer.

The Treasurer shall have the responsibility for Association funds and securities. He shall be responsible for the deposit and maintenance of all monies and other valuable effects in such depositories and investment accounts respectively, as may from time to time be designated by the Board of Directors, and he shall, in general, perform all the duties incident to the office of Treasurer of a non-stock, not-for-profit corporation organized under the laws of the State of Connecticut. He may endorse on behalf of the Association for collection only, checks, notes and other obligations, and shall deposit the same in all monies in the name of and to the credit of the Association in such depositories as the Board of Directors may designate. The Board shall require that the Treasurer and his or her agents be bonded for such amount and under such conditions as the Board may require. The Treasurer shall not be a member of the Finance Committee of the Association.

VI. Section 6. Agreements, contracts, deeds, checks, etc.

Except all provided: Sections 2, 3, 5, and 7, of this Article, all agreements, contracts, deeds, leases, checks and other instruments of the Association shall be executed by any officer of the Association designated by the Board of Directors or by such other person or persons as may be designated by the Board of Directors.

VI. Section 7. Resale Certificates and Statements of Unpaid Charges.

The Board of Directors or its designee shall prepare resale certificates and statements of unpaid annual charges in accordance with the Common Interest Ownership Act, Public Act 83-474, as amended, which shall be certified by an officer of the Association.

The Association may charge a reasonable fee for the preparation of resale certificates and statements of unpaid charges. The amount of this fee and time of payment shall be established by resolution of the Board of Directors. Any unpaid fees may be assessed as a charge against the Lot for which the certificate or statement is furnished.

Article VII. Committees.

VI. Section 1. Standing Committees.

The standing committees of the Association shall be:

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- (i) The Environmental Control Committee:
- (ii) The Finance Committee:
- (iii) The Lake and Dam Committee:
- (iv) The Boating Committee:
- (v) The Tennis Committee:
- (vi) The Personnel Committee:
- (vii) The Social Activities Committee:
- (viii) The Communications Committee.

VII. Section 2. Other Committees.

The Board of Directors, from time to time, may create and discontinue such other committees as it deems desirable and shall give prompt consideration to the recommendations made by the President for creation of other committees and for confirmation of the President's appointments to all committees.

VII. Section 3. Committee Duties, Functions and Appointments.

Each committee shall have the duties and functions set forth in the Declaration of Restrictions, the "Rules and Regulations:" or as described in a resolution of the Board of Directors. Unless otherwise provided, each committee shall consist of such chairperson(s) and other members as are appointed from time to time by the President and confirmed by the Board of Directors. The Board of Directors shall confirm appointments of Committee Chairpersons at its first organizational meeting in January or as soon thereafter as possible. Committee members, including chairpersons, shall serve at the pleasure of the Board of Directors or until the effective date of their resignation.

The Chairperson of the Finance Committee shall be an Officer of the Association and shall be responsible (i) for keeping full and accurate financial records and books of account showing all assets, liabilities, fund balances, revenues and expenditures; and (ii) for the preparation of all required financial reports, for maintaining appropriate financial procedures and controls and for monitoring the financial activities of the Association.

VII. Section 4. Committee Meetings.

Except as provided in the next sentence, all committee meetings shall be open for attendance by Association members in good standing and by such other persons as the committee chairman may invite for discussion of specific subjects. When appropriate, committees may hold executive sessions in accordance with and for the purposes stated in Article V., Section 11. Notice of all committee meetings shall be posted on the Association bulletin board as far in advance as possible but, except for emergency cases, not less than forty-eight (48) hours prior to the meeting.

VII. Section 5. Committee Records.

Each committee shall promptly prepare and shall maintain written records of its' meetings and actions which records shall be freely accessible to Association members

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for review at the offices of the Association. Each committee shall provide a copy of the minutes of each of its meetings to the President and the Facilities Manager of the Association, provided, however, that committee executive session minutes need not be provided to the Facilities Manager.

VII. Section 6. Committee Handling of Complaints by Members.

It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties and activities within its field of responsibility. It shall promptly notify the Board of Directors in writing of each complaint it receives and shall provide the Board with a written disposition of each such complaint within three (3) days of such disposition.

ARTICLE VIII. Duties of Members.

VIII. Section 1. Payment of Annual Charges.

The Board of Directors of the Property Owners Association shall send to each member a written notice of the annual charges, as provided in Article V. 1. F., during January of each year. Every such charge so made shall be paid by the member of the Association on or before thirty (30) days from the due date or dates shown on the written notice. Fees, fines and other charges levied by the Association in accordance with other provisions of these Bylaws shall be paid on demand. If any amount levied against any member shall not be paid when due, it shall become a lien upon the Lot owned by the person owing such amount, subject only to matters of record on such due date and shall remain a lien until paid in full. The Board may bring such actions as it shall determine appropriate at law or in equity, by way of foreclosure of such lien or otherwise, to collect such amount, including interest, costs of collection and reasonable attorney's fees. The sale or transfer of any Lot shall not affect any lien for any amount provided for herein. Upon request, the Association shall furnish a statement certifying that the amounts charged against a specified Lot have been paid or that certain amounts remain unpaid, as the case may be.

VIII. Section 2. Compliance.

Each member and associate member shall comply with the Declaration of Restrictions, the Bylaws of the Association, the "Rules and Regulations" and any resolution approved by the Board of Directors of the Association. Failure to comply will subject the non-complying member or associate member to any and all remedies provided in the Declaration, the Bylaws of the Association, the "Rules and Regulations", any Board resolution and as otherwise provided at law or in equity.

ARTICLE IX. INDEMNIFICATION.

The Board of Directors, the Officers of the Association, and members of all committees shall have the liabilities, and be entitled to indemnification, not less than provided in Sections

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33-455 and 33-454a of Chapter 600 of the Connecticut General Statutes, as amended, the provisions of which are hereby incorporated by reference and made a part hereof.

ARTICLE X. Books and Papers.

x. Section 1. Records to be maintained.

The association shall maintain records which shall be retained for such periods as determined by the Board of Directors. These records shall include:

- (i) A book of minutes;
- (ii) A record of all receipts and expenditures, assets and liabilities, contracts and agreements;
- (iii) An account for each Lot or designated membership, as applicable, which shall designate the name and address for each Lot owner or designated member, and the amount of annual charges currently due and payable by each Lot owner or designated member, together with any other fees payable by each Lot owner or designated member to the Association;
- (iv) A record of approved capital expenditures anticipated by the Association for the current fiscal year and succeeding fiscal years;
- (v) All annual budgets;
- (vi) A record of any unsatisfied judgments against the Association and the existence of any lawsuits in which the Association is a Defendant, a plaintiff, or otherwise has party status;
- (vii) The record of insurance coverage provided for the benefit of the Association or its members, officers and committee members.

X. Section 2 Members' access to Association records.

The board shall make such rules and regulations which it deems necessary or desirable for member access to such Association books and records, but shall not deny such access without good cause given in writing.

Article XI. Miscellaneous.

XI. Section 1. Invalidity.

The invalidity of any part of these Bylaws shall not impair or affect in any manner the enforceability nor affect the balance of these Bylaws.

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XI. Section 2. Captions.

The captions inserted herein are inserted only as a matter of convenience and for a reference and do not define, limit or describe the scope of these Bylaws or the intent of any provisions thereof.

XI. Section 3. Waiver.

No restriction, condition, obligation or covenant contained in these Bylaws shall be deemed to have been abrogated or waived by reason of the failure to enforce the same irrespective of the number of violations or breaches thereof which may occur.

XI. Section 4. Conflicts.

These Bylaws are set forth to comply with the requirements of the State of Connecticut as provided for in the Connecticut General Statutes. In the case of any conflict between these Bylaws and the Declaration of Restrictions, the provisions of the Declaration of Restrictions, as the case may be, shall control.

ARTICLE XII. Amendments:

These Bylaws may be amended by a two-thirds majority vote of the Association members present in person or by proxy at a meeting duly called for the purpose of amending these Bylaws.