

AMENDED AND RESTATED BYLAWS
OF
THE CLUB AT NORWICH INN & SPA, INC.

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AMENDED AND RESTATED BYLAWS
OF
THE CLUB AT NORWICH INN & SPA, INC.

ARTICLE 1
Introduction

Section 1.1 – Identification. These are the Amended and Restated ByLaws of The Club at Norwich Inn & Spa, Inc., a nonstock corporation established and existing under the Connecticut Revised Nonstock Corporation Act.

Section 1.2 – Effect of Declaration.

- (a) The terms and provisions of these ByLaws are subject to the terms, provisions, conditions, and authorizations of the Declaration establishing the Common Interest Community, as the same may be amended.
- (b) In case of conflict between the Declaration and these ByLaws, the Declaration shall control.
- (c) Words and phrases used in these ByLaws with initial capitalization that are defined in the Declaration shall have the same meanings given them in the Declaration.

Section 1.3 – Effect of Other Laws. These ByLaws are also subject to the provisions and limitations of the Nonstock Corporation Act and the Common Interest Ownership Act. As provided in Section 47-207 of the Act, to the extent the Nonstock Corporation Act is inconsistent with the Act, the Act controls.

Section 1.4 – Earlier Bylaws Replaced. These ByLaws replace any bylaws adopted by the Association, whether or not they were recorded on the land records of the town or towns in which the Common Interest Community is located.

ARTICLE 2
Executive Board

Section 2.1 – Number and Qualifications.

- (a) The Executive Board shall consist of five individuals, who shall serve as Directors as set forth in these ByLaws.
- (b) Before the annual meeting to be held in 2018, the Unit Owners shall elect two Directors to three-year terms, two Directors to two-year terms, and one Director to a one-year term. Before the annual meeting to be held in 2019, the Unit Owners shall elect two Directors to three-year terms, and before the annual meeting to be held in 2020, the Unit Owners shall elect one Director to a three-

year term. Thereafter, the Unit Owners shall elect all Directors to three-year terms. The terms of at least one and not more than two Directors shall expire at each annual meeting.

- (c) At least 30 days before each annual meeting, the Unit Owners shall elect by ballot without a meeting successors for Directors whose terms are expiring and Directors to fill vacancies on the Executive Board in accordance with Section 2.1.1 of the ByLaws.
- (d) Directors shall take office at the annual meeting before which they are elected. Despite the expiration of a Director's term, the incumbent Director continues to serve until such Director's successor is elected and qualifies or the number of directorships is decreased.
- (e) At any special meeting at which Directors are to be elected other than an annual meeting, the Unit Owners may, by resolution, adopt specific procedures for conducting the elections that are not inconsistent with the Act, the Declaration, these ByLaws, or the Revised Nonstock Corporation Act.
- (f) A majority of Directors shall at all times be Unit Owners. For the purpose of determining qualification to be a Director, a Unit Owner includes, in the case of a Unit owned by a corporation, partnership, limited liability company, trust, or other legal entity, any officer, partner, member, manager, trustee, or employee of that entity, as designated in writing by the entity.
- (g) As provided in Subsection 47-245(j) of the Act, no Person shall provide or offer to any Director or an individual seeking election as a Director, and no Director or individual seeking election as a Director shall accept, any item of value based on any understanding that the vote, official action, or judgment of such Director or individual seeking election would be or has been influenced thereby.

Section 2.1.1 Election of Directors Before Annual Meetings.

- (a) Election by Written Ballot. The Unit Owners shall elect Directors for positions on the Executive Board whose terms are expiring at an annual meeting and for positions on the Executive Board that are vacant at least 30 days before an annual meeting by written ballot without a meeting in accordance with this Section 2.1.1. Results of the election shall be announced at the annual meeting. This Section 2.1.1 shall not apply to the election of Directors to fill other vacant positions on the Executive Board, including vacancies created by the removal of Directors by Unit Owners, in which event elections shall be held as may be required under the Declaration, these ByLaws, or the Act.
- (b) Soliciting and Designating Candidates. Not fewer than 30 days before an election scheduled before an annual meeting, the Association shall give a first notice to each Unit Owner of the date of the election, the number of positions on the

Executive Board to be elected, and the term of each position and solicit nominations for the positions to be elected. Any Unit Owner or other eligible person desiring to be a candidate for the Executive Board shall give written or electronic notice to the Association not fewer than 20 days before the date of the election that he or she desires to be a candidate. The candidate may include, with his or her notice, an information sheet in written or electronic form that is no larger than 8.5" by 11" when printed, setting out information about the candidate, his or her positions on issues relating to the Association, and the reasons why he or she wishes to be elected to the Executive Board. The Association shall distribute a paper or electronic copy of the information sheets furnished by all candidates with the ballots. The Association shall bear the costs of distribution of the information sheets. However, the Association shall have no liability for the contents of the information sheets prepared by the candidates.

- (c) Ballots and Information Sheets and Their Distribution. The ballots shall be secret ballots, containing no designation of the Unit or Unit Owner. The ballots may, however, contain any information required to reflect the Vote allocated to any particular Unit. The Association may use paper ballots, electronic ballots, or a combination of the two. If the Association uses paper ballots, the Association shall distribute two return envelopes and instructions. One envelope shall set out, among other things, the Unit number, the name of the Unit Owner or Unit Owners of the Unit, and a blank line for the signature of each Unit Owner. The other envelope shall be blank. The instructions shall direct the Unit Owner or Unit Owners of each Unit to mark the ballot, place the ballot in the blank envelope, seal the envelope, place the sealed envelope in the other envelope, seal the second envelope, and provide the information required on the second envelope. As part of the notice of any annual meeting, the Association shall distribute a ballot listing all candidates for the Executive Board and copies of all information sheets furnished by the candidates. The Association also shall specify the time and date by which a ballot must be delivered to the Association to be counted, which time and date may not be fewer than three days after the date the Association delivers the ballot, and the manner and location of delivery, which may be electronic.
- (d) Return of Ballots. The ballots shall be delivered to the Association in the manner and to the address the Association specified with the ballots. Ballots shall be delivered by the time and date specified for the ballots.
- (e) Counting Ballots. If the Association uses paper ballots, the inspectors of election, upon appointment, shall tally all the outer ballot envelopes received against a membership list of Unit Owners. They shall then open all the outer envelopes, remove the inner envelopes containing the ballots, and store the outer envelopes separately from the inner envelopes containing the ballots. The outer envelopes with the tally sheet shall constitute the record of the Unit Owners who cast ballots in the election. The inspectors then shall place the inner envelopes containing the ballots in a box, mix the envelopes, remove the ballots from the envelopes,

store the inner envelopes separately from the ballots, and tally the ballots. If the Association uses electronic ballots, the process shall produce a record of each Unit Owner who delivered a ballot with the Unit number and electronic signature of the Unit Owner, a tally of the records of these Unit Owners against a membership list of the Unit Owners, and a tally of the ballots. The inspectors shall advise the person who will chair the annual meeting of the results of the election for announcement at the annual meeting.

- (f) Retaining Ballots and Envelopes. The outer envelopes, tally sheet of the outer envelopes, ballots, and tally sheet of the ballots or their equivalent electronic records shall be kept as part of the Association's records for at least one year from the date of the election.
- (g) When Ballots Not Required. The foregoing procedure for electing Directors is not required unless more candidates file notices of intent under Subsection (b) above within the time allowed than there are Directors to be elected. If the number of individuals filing notices of intent is equal to or less than the number of Directors to be elected, the Association shall distribute no ballots and information sheets. Instead, the chair of the annual meeting shall cast one vote at the annual meeting for all candidates who filed timely notices of intent, who shall thereby be elected as Directors.
- (h) Minimum Vote. No ballot shall be valid unless the voting power of the Unit Owners delivering ballots is equal to or greater than 33.33 percent of the total voting power in the Association. (See Section 4.15 of these ByLaws regarding the quorum of Unit Owners.)
- (i) No Proxies. The provisions of Article 4 concerning proxy voting shall not apply to the election of Directors in connection with the annual meeting.
- (j) Nominations before Annual Meeting. No nominations from the floor for Directors will be permitted at any annual meeting. The Association shall not appoint a nominating committee and shall not designate any slates of nominees. However, the Executive Board may create or appoint a search committee, which shall not have the authority to nominate or endorse any candidate but which may encourage eligible persons to nominate themselves.
- (k) Submission of Nominations, Distribution of Ballots, and Inspectors of Elections. The Executive Board shall engage an accounting firm or a third-party election administration vendor to administer the process of election of Directors by vote without a meeting after the Association gives the first notice to each Unit Owner of the date of the election, the number of positions on the Executive Board to be elected, and the term of each position and solicits nominations for the positions to be elected. The Directors, officers of the Association, Manager, and attorneys for the Association shall not participate in the process. The Executive Board also

shall appoint personnel of the accounting firm or the election administration vendor as the inspectors of election.

Section 2.2 – Powers and Duties. The Executive Board may act in all instances on behalf of the Association, except as provided in the Declaration, the ByLaws, or the Act. The Executive Board acts only pursuant to the procedures set out in the Declaration, the ByLaws, the Association's certificate of incorporation or the Act. The activities of the Association are administered by its officers and designated agents in performing their authorized functions. The Executive Board shall have, subject to the limitations contained in the Declaration and the Act, the powers and duties necessary for the administration of the affairs of the Association and of the Common Interest Community, which shall include, but not be limited to, the power to do the following:

- (a) Shall adopt and may amend ByLaws, and may adopt and amend Rules;
- (b) Shall adopt and may amend budgets, may adopt and amend special assessments, and may invest funds of the Association;
- (c) May collect assessments for Common Expenses from Unit Owners;
- (d) May hire and discharge Managers, managing agents, and other employees, agents and independent contractors;
- (e) May institute, defend or intervene in litigation or in arbitration, mediation or administrative proceedings in its own name on behalf of itself or two or more Unit Owners on matters affecting the Common Interest Community, subject to the limitations placed on the authority to institute and maintain proceedings alleging construction defects set out in Section 47-261f of the Act;
- (f) May make contracts and incur liabilities;
- (g) May regulate the use, maintenance, repair, replacement, and modification of Common Elements;
- (h) May cause additional improvements to be made as a part of the Common Elements;
- (i) May acquire, hold, encumber and convey in its own name any right, title or interest to real property or personal property, but the Common Elements may be conveyed or subjected to a security interest only pursuant to Section 47-254 of the Act;
- (j) May grant easements, for any period of time, including permanent easements, and leases, licenses, and concessions for no more than one year through or over the Common Elements;

- (k) May impose and receive any payments, fees or charges for the use, rental or operation of the Common Elements, other than Limited Common Elements described in Subdivisions (2) and (4) of Section 47-221 of the Act, and for services provided to Unit Owners;
- (l) May impose charges or interest or both for late payment of assessments and, after Notice and Hearing, levy reasonable fines for violations of the Declaration, ByLaws, and Rules of the Association;
- (m) May impose reasonable charges for the preparation and recordation of amendments to the Declaration, resale certificates required by Section 47-270 of the Act or statements of unpaid assessments;
- (n) May provide for the indemnification of its officers and Executive Board and maintain directors' and officers' liability insurance;
- (o) Subject to the Declaration and Subsection 47-261e(d) of the Act, may assign its right to future income, including the right to receive Common Expense assessments;
- (p) May exercise any other powers conferred by the Declaration or ByLaws;
- (q) May exercise all other powers that may be exercised in this state by legal entities of the same type as the Association;
- (r) May exercise any other powers necessary and proper for the governance and operation of the Association;
- (s) May require, by regulation, that disputes between the Executive Board and Unit Owners or between two or more Unit Owners regarding the Common Interest Community must be submitted to nonbinding alternative dispute resolution in the manner described in the regulation as a prerequisite to commencement of a judicial proceeding;
- (t) May suspend any right or privilege of a Unit Owner who fails to pay an assessment, but may not:
 - i. Deny a Unit Owner or other occupant access to the Owner's Unit or its Limited Common Elements;
 - ii. Suspend a Unit Owner's right to vote or participate in meetings of the Association;
 - iii. Prevent a Unit Owner from seeking election as a Director or officer of the Association; or

- iv. Withhold services provided to a Unit or a Unit Owner by the Association if the effect of withholding the service would be to endanger the health, safety or property of any Person.
 - v. Enforcement under this Subsection 2.2(t) shall not take effect until the Executive Board notifies the Unit Owner of its decision to suspend the use of the Common Elements.
- (u) By resolution, may establish committees of Directors, pursuant to the provisions of Article III below;
- (v) May adopt and enforce Maintenance Standards for Units;
- (w) If a tenant of a Unit Owner violates the Declaration, ByLaws or Rules and Regulations of the Association, may, in addition to exercising any of its powers against the Unit Owner, do the following:
- i. Exercise directly against the tenant the powers described in Subsection 2.2(l);
 - ii. After giving notice to the tenant and the Unit Owner and an opportunity to be heard, levy reasonable fines against the tenant or Unit Owner, or both, for the violation; and
 - iii. Enforce any other rights against the tenant for the violation which the Unit Owner as landlord could lawfully have exercised under the lease, including any such right to bring a summary process action under Connecticut General Statutes Chapter 832;
 - iv. The rights referred to in Subsection 2.2(w)(iii) may only be exercised if the tenant or Unit Owner fails to cure the violation within 10 days after the Association notifies the tenant and Unit Owner of that violation;
- (x) May determine whether to take enforcement action by exercising the Association's power to impose sanctions or commencing an action for a violation of the Declaration, ByLaws and Rules and Regulations, including whether to compromise any claim for unpaid assessments or other claim made by or against it. The Executive Board does not have a duty to take enforcement action if it determines that, under the facts and circumstances presented:
- i. The Association's legal position does not justify taking any or further enforcement action;
 - ii. The covenant, restriction or Rule being enforced is, or is likely to be construed as, inconsistent with law;

- iii. Although a violation may exist or may have occurred, it is not so material as to be objectionable to a reasonable person or to justify expending the Association's resources; or
 - iv. It is not in the Association's best interests to pursue an enforcement action; and
 - v. The Executive Board's decision under Subsection 2.2(x) not to pursue enforcement under one set of circumstances does not prevent the Executive Board from taking enforcement action under another set of circumstances, except that the Executive Board may not be arbitrary or capricious in taking enforcement action; and
- (y) Shall establish a written collection and foreclosure policy for all sums owed the Association in accordance with the provisions of Section 47-258 of the Act, as amended. A copy of the policy shall be available to all Unit Owners upon request.

Section 2.3 – Executive Board Limitations.

The Executive Board may not act on behalf of the Association:

- (a) To amend the Declaration,
- (b) To terminate the Common Interest Community,
- (c) To elect Directors, but the Executive Board may fill vacancies in its membership until the next meeting at which Directors are elected, with vacancies occurring sooner than 30 days before the election of Directors before the annual meeting being vacancies the Executive Board may fill until the annual meeting in the following year, or
- (d) To determine the qualifications, powers and duties, or terms of office of Directors.

Section 2.4 – Manager. The Executive Board may employ a Manager for the Association at a compensation established by the Executive Board, to perform such duties and services as the Executive Board shall authorize. The Executive Board may delegate to the Manager only the following powers granted to the Executive Board by these ByLaws:

- (a) Collection of assessments from Unit Owners including, but not limited to, common expense assessments, special assessments, fines, interest, other fees, and/or late fees;

- (b) Execution of licenses, concessions, and contracts pursuant to specific resolutions of the Executive Board, and to fulfill the requirements of the Association's budget;
- (c) Imposition of reasonable charges for the preparation of resale certificate pursuant to the Act;
- (d) Imposition of reasonable charges for copying and inspecting of Association documents by Unit Owners pursuant to the Act;
- (e) Assist the Executive Board in the exercise of its general powers and duties set forth in the ByLaws and the Act, but may not take any independent action with respect to such matters.

Section 2.5 – Standard of Care. The Executive Board shall exercise the degree of care and loyalty to the Association required of an officer or director of a corporation organized under the Revised Nonstock Corporation Act. In addition, and without limiting other provisions of law that apply to Directors, the provisions of §§33-1127 et seq. of the Revised Nonstock Corporation Act relating to directors' conflicting interest transactions are applicable to all Directors.

Section 2.6 – Personal Action Required of Directors. Directors may not attend meetings of Directors or otherwise act in their capacity as a director through a power of attorney, proxy, or other delegation of authority. Neither the Executive Board nor any Director may designate one or more alternates to act in the place of an absent Director. The position of Director is one of personal trust that requires personal action by the individual holding that position.

Section 2.7 – Removal of Members of the Executive Board.

- (a) The Unit Owners present in person or by proxy at a meeting at which a quorum is present, or voting by ballot without a meeting as provided in these ByLaws and the Act, may remove any member of the Executive Board, with or without cause, if the number of votes cast in favor of removal exceeds the number of votes cast in opposition to removal, except that the Unit Owners may not consider whether to remove a member of the Executive Board at a meeting of Unit Owners unless that subject was listed in the notice of the meeting or in the notice of vote by ballot.
- (b) At any meeting at which a vote to remove a member of the Executive Board, the Director being considered for removal must have a reasonable opportunity to speak before the vote is taken. If the vote is taken by ballot, the Director being considered for removal shall be given a reasonable opportunity to deliver information to the Unit Owners as provided in the provisions of the Act and these ByLaws relating to votes by ballot.

Section 2.8 – Vacancies. Vacancies in the Executive Board may be filled as follows:

- (a) If the vacancy was not created by the removal of the Director by the Unit Owners, the vacancy may be filled by vote of a majority of the remaining Directors at a special meeting of the Executive Board held for that purpose at any time after the occurrence of the vacancy, even though the Directors present at such meeting may constitute less than a quorum. Each Director so elected or appointed by the Executive Board shall be a Director for the unexpired term of the directorship being filled or, if earlier, until the next election of Directors before the annual meeting under Section 2.1.1 of these ByLaws, at which time the Unit Owners shall elect a Director to serve the remainder of the term, if any.
- (b) If the vacancy was created by the removal of a Director by the Unit Owners, then the vacancy shall be filled by vote of the Unit Owners. Following the creation of such vacancy, such vote may be taken at the meeting at which the Director is removed, by the same vote without a meeting by which the Director was removed, by a subsequent vote without a meeting, at a special Unit Owner meeting, or in the next election of Directors before the annual meeting under Section 2.1.1 of these ByLaws.
- (c) Each Person so elected or appointed by the Executive Board under Subsection 2.8(a) above shall be a Director for the unexpired term of the directorship being filled or, if earlier, until the next regularly scheduled election of Directors before an annual meeting under Section 2.1.1 of these ByLaws. Each Director elected by Unit Owners shall serve the unexpired portion of the term of the Director being replaced.

Section 2.9 – Executive Board Meetings.

- (a) First Meeting after Unit Owners Annual Meeting. The first regular meeting of the Executive Board following each annual meeting of the Unit Owners shall be the organizational meeting held within 10 days thereafter at such time and place as the Unit Owners may fix at the annual meeting, or, if no time and place is so fixed by the Unit Owners, then as determined by the president of the Association.
- (b) Regular Meetings. The Executive Board may set a schedule of regular meetings by resolution. The schedule of Executive Board meetings shall be given to Unit Owners. Notwithstanding any actions taken by the Executive Board by two-thirds consent of the entire Executive Board, there shall be at least two regular meetings of the Executive Board each year.
- (c) Special Meetings. Special meetings of the Executive Board may be called by the President or by a majority of the Directors.

Section 2.10 – Open Meetings.

- (a) Except during executive sessions, all meetings of the Executive Board or any committee established by the Executive Board that is designated to act for the Executive Board in the exercise of any of the powers of the Executive Board under the Declaration shall be open to all Unit Owners and to any representative designated by a Unit Owner.
- (b) At each Executive Board meeting, the Executive Board shall provide a reasonable opportunity for Unit Owners to comment regarding any matter affecting the Common Interest Community and the Association.
- (c) This opportunity may be in the form of a comment period at a designated time during the meeting. The Executive Board may adopt reasonable rules and procedures for the conduct of the comment period, including limitations on the length of the comment period and the length of individual comments.
- (d) Nothing in this Section shall permit Unit Owners who are not Directors to participate in the conduct of Executive Board meetings outside of any comment period or other opportunities for comment and input established by the Executive Board.
- (e) A gathering of Directors at which the Directors do not conduct Association business is not a meeting of the Executive Board. The Executive Board and the Directors shall not use incidental or social gatherings of Executive Board members or any other method to evade the open meeting requirements of this Section.

Section 2.11 – Executive Sessions. The Executive Board and those committees established by the Executive Board that are designated to act for the Executive Board in the exercise of any of the powers of the Executive Board under the Declaration may hold an executive session only during a regular or special meeting of the Executive Board or such committee. No final vote or action may be taken during an executive session. An executive session may be held only to:

- (a) Consult with the Association's attorney concerning legal matters;
- (b) Discuss existing or potential litigation or mediation, arbitration or administrative proceedings;
- (c) Discuss labor or personnel matters;
- (d) Discuss contracts, leases and other commercial transactions to purchase or provide goods or services currently being negotiated, including the review of bids or proposals, if premature general knowledge of those matters would place the Association at a disadvantage; or

- (e) Prevent public knowledge of the matter to be discussed if the Executive Board or committee determines that public knowledge would violate the privacy of any Person.

Section 2.12 – Location of Meetings. All meetings of the Executive Board shall be held at the Common Interest Community, in the Town in which the Common Interest Community is located, in a neighboring town, or at some other suitable place that is reasonably convenient to the Common Interest Community.

Section 2.13 – Notices of Meetings.

- (a) Unless the meeting is included in a schedule given to the Unit Owners or the meeting is called to deal with an emergency, the secretary shall give notice of each Executive Board meeting to each Director and to the Unit Owners. The notice shall be given at least five days before the meeting and shall state the time, date, place, and agenda of the meeting, except that notice of a meeting to adopt, amend or repeal a Rule or a ByLaw is governed by the Declaration and the ByLaws. If notice of the meeting is included in a schedule given to the Unit Owners, the secretary or other officer specified in the ByLaws shall make available an agenda for such meeting to each Board Member and to the Unit Owners not later than 48 hours before the meeting.
- (b) Special meetings of the Executive Board to deal with an emergency that requires consideration or action by the Executive Board sooner than could be accommodated if the notice requirements of Subsection 2.13(a) had to be observed, may be called by the president or a majority of the Directors on such notice as the authority calling the meeting deems appropriate in the circumstances. The Association shall give notice of matters considered and actions taken, if any, at the meeting to the Unit Owners.
- (c) If any materials are distributed to the Executive Board before the meeting, the Executive Board at the same time shall make copies of those materials reasonably available to Unit Owners, except that the Executive Board need not make available copies of materials that are to be considered in executive session.

Section 2.14 – Waiver of Notice. Any Director may waive notice of any meeting. The waiver must be in writing, signed by the Director and filed with the minutes of the meeting. Attendance by a Director at any meeting of the Executive Board shall constitute a waiver of notice unless the Director, at the beginning of the meeting, or promptly after his or her arrival, objects to holding the meeting, or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither a Director nor the Executive Board may waive the notice of Executive Board meetings that is required to be provided to Unit Owners.

Section 2.15 – Meetings by Telephonic, Video or Other Conferencing Process. The Executive Board may meet by telephonic, video or other conferencing process if:

- (a) The meeting notice states the conferencing process to be used and provides information explaining how Unit Owners may participate in the conference directly or by meeting at a central location or conference connection; and
- (b) The process provides all Unit Owners the opportunity to hear or perceive the discussion and offer comments regarding any matter affecting the Common Interest Community and the Association to the same extent as at in-person Executive Board meetings.

Section 2.16 – Quorum and Voting.

- (a) A quorum of the Executive Board for the taking of any action by the Executive Board at any meeting is present only if a majority of the Directors is present at the time a vote regarding the action is taken.
- (b) Each Director shall have one equal vote on matters voted on by the Executive Board or Special Board Committee of the Executive Board that is authorized to act on behalf of the Executive Board.
- (c) If a quorum is present at any meeting of the Executive Board when a vote is taken, the affirmative vote of a majority of the Directors present at the time of the vote is the act of the Executive Board, unless the Declaration or other provisions of these ByLaws requires a greater vote.
- (d) Unless the Executive Board is meeting by telephonic, video, or other conferencing process, some, but not all, of the Directors may participate in a regular or special meeting by, or to conduct the meeting through the use of, any means of communication by which all Directors participating in the meeting may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.
- (e) The minutes of all Executive Board meetings shall contain a record of how each Board Member cast his or her vote on any final action proposed to be taken by the Executive Board, unless such action was approved either by unanimous consent of the Board Members or without objection by any Board Member.

Section 2.17 – Action by Consent without a Meeting. Instead of acting by vote at a meeting, the Executive Board may act in accordance with either Subsection 2.17(a) or (b) below.

- (a) By Unanimous Consent. Subject to the limitations set out in Subsections 2.16(d) and (e) below, the Executive Board may act by unanimous consent as documented in a Record or Records authenticated by all the Directors. Such Record or Records shall be filed with the minutes of the Executive Board. Such unanimous consent shall constitute the act of the Executive Board with the same force and effect as if it had been adopted at a meeting.

- (b) By Two-Thirds Consent. Subject to the limitations set out in Subsections 2.16(d) and (e) below, the Executive Board may act by two-thirds consent in accordance with the Subsection 2.16(b).
- i. At the direction of the president, or, in the absence or unavailability of the president, the vice president, the secretary shall give a notice to all of the Directors that contains:
 - A. A statement of the action or actions proposed to be approved by the Directors without a meeting;
 - B. A request that each Director indicate consent or nonconsent to each action in a Record authenticated by such Director;
 - C. A deadline by which such authenticated Records must be received; and
 - D. An address or addresses, electronic or otherwise, to which such Records must be sent.
 - ii. Upon the passing of the deadline, the secretary shall file the following with the minutes of the Executive Board:
 - A. A copy of the notice, together with proof of the giving of the notice;
 - B. The Records containing the authenticated consents of those Directors who consented to one or more of the proposed actions;
 - C. Any other communications received from the Directors in response to the notice, including, but not limited to, any responses from Directors who did not consent to one or more of the proposed actions; and
 - D. The names of those Directors who did not respond to the notice.
 - iii. If, by the deadline set out in the notice, the Association has received Records containing the authenticated consents of at least two-thirds of all of the Directors to one or more of the proposed actions, then such consents shall constitute the approval of the Executive Board of such action or actions with the same force and effect as if the action consented to had been adopted at a meeting.
- (c) The secretary promptly shall give notice to all Unit Owners of any action taken by the Executive Board in accordance with Subsection 2.17(a) or (b) above.
- (d) The Executive Board may not act without a meeting under this Section 2.17 on any matter for which Notice and Comment is required until the Association has given advance notice of the proposed action to the Unit Owners as

required by Section 24.1 of the Declaration, and has circulated any comments it receives to all of the Directors at or before the time when they are asked to consent to the action.

- (e) The Executive Board may not act without a meeting under this Section 2.17 on any matter for which Notice and Hearing is required until the Association has given notice of the hearing and held the hearing during a regular or special meeting of the Executive Board as required by Section 24.2 or 24.3 of the Declaration.

Section 2.18 – Limitation on Challenges. Even if an action by the Executive Board is not in compliance with the requirements of Section 47-250 of the Act, it is valid unless set aside by a court. A challenge to the validity of an action of the Executive Board for failure to comply with said §47-250 may not be brought more than 60 days after the minutes of the Executive Board meeting at which the action was taken are approved or the record of that action is distributed to Unit Owners, whichever is later.

Section 2.19 – Compensation. Directors may not receive fees from the Association for acting as a Director or officers of the Association. A Director may be reimbursed for necessary expenses actually incurred in connection with such Director's duties, as approved by the Executive Board.

Section 2.20 – Recording Board Votes. The minutes of all Executive Board meeting shall contain a record of how each Board Member cast his or her vote on any final action proposed to be taken by the Executive Board, unless such action was approved either by unanimous vote of the Directors or without objection by any Director.

ARTICLE 3 **Committees**

Section 3.1 – Establishment. The Executive Board, by resolution, may establish one or more committees. The president may also establish one or more committees. Committees are not authorized or empowered to exercise the power of the Executive Board. Membership of committees may include, but is not limited to, Directors, and other individuals appointed to such Committee by the Executive Board or the president, whichever is the establishing authority.

Section 3.2 – Purposes. Committees shall exist at the pleasure of the Executive Board or the president, whichever is the establishing authority. They shall perform such tasks and functions as the Executive Board or the president, whichever is the establishing authority, shall, from time to time, specify. The president shall keep the Executive Board informed of committees appointed by the president and their activities. Each committee shall maintain minutes of its meetings and shall provide copies thereof to the president and Executive Board and keep the president and the Executive Board informed of its meetings and activities. Such committees, even if appointed by the

Executive Board, may not act for the Executive Board in the exercise any of the powers of the Executive Board.

ARTICLE 4 **Unit Owners**

Section 4.1 – Annual Meeting. Annual meetings of Unit Owners shall be held each year on a Saturday in June or July as the Executive Board may determine. The results of the election of Directors under Section 2.1.1 shall be announced at the annual meeting. Only matters described in the meeting notice of the annual meeting may be considered at the annual meeting.

Section 4.2 – Budget and Special Assessment Meetings. Meetings of Unit Owners to consider proposed budgets or proposed non-budgeted assessments shall be called in accordance with 19.4 of the Declaration. Additionally, the meeting to consider a proposed annual budget shall be held on a day in a weekend in September or October, as the Executive Board may determine. Changes to budgets and non-budgeted assessments may be considered at annual meetings or special meetings called for these or other purposes.

Section 4.3 – Special Meetings. Special meetings of Unit Owners may be called by the president, a majority of the Executive Board, or if Unit Owners having at least 20 percent of the Votes in the Association request the secretary to call a meeting. If the Association does not notify Unit Owners of a special meeting within 15 days after the requisite number or percentage of Unit Owners request the secretary to do so, the requesting Unit Owners may directly notify the Unit Owners of the meeting. Only matters described in the meeting notice of the special meeting may be considered at a special meeting. Special meetings shall be scheduled only on a Saturday or Sunday.

Section 4.4 – Place of Meetings. Meetings of the Unit Owners shall be held at suitable place at the location designated by the party calling the meeting which location shall be at the Common Interest Community, in the Town in which the Common Interest Community is located, in a neighboring town, or at such other suitable place that is reasonably convenient to the Unit Owners, each as may be designated by the party calling the meeting.

Section 4.5 – Meetings by Telephonic, Video or Other Conferencing Process. If the Executive Board determines that a meeting of Unit Owners can be held effectively by telephonic, video, or other conferencing process, then the Executive Board may allow for Unit Owner meetings to be held by telephonic, video, or other conferencing process as specified and in accordance with an authorizing resolution adopted by the Executive Board, if (x) the meeting notice states the conferencing process to be used and provides information explaining how Unit Owners may participate in the conference directly or by meeting at a central location or conference connection; and (y) the process provides all Unit Owners the opportunity to hear or perceive the discussion and

offer comments regarding any matter affecting the Common Interest Community and the Association.

Section 4.6 – Notice of Meetings. The secretary or other officer specified in the ByLaws shall notify the Unit Owners of the time, date, place of each annual or special meeting of the Unit Owners not fewer than 10 nor more than 60 days before the meeting date. The notice of any meeting of Unit Owners shall state the time, date, and place of the meeting and the items on the agenda, including, if applicable:

- (a) A statement of the general nature of any proposed amendment to the Declaration, including the proposed text of the proposed amendment and the text of any provision proposed to be removed;
- (b) A statement of the general nature of any proposed amendment to the ByLaws, including the text of any proposed amendment and the text of any provision proposed to be removed;
- (c) Any budget changes;
- (d) Any proposal to remove any Director; and
- (e) Any other specific notice of a proposed action if the Act, the Declaration, or the ByLaws requires specific notice of such proposed action.
Examples of special notice provisions under the Act include:
 - i. Subsections 47-261d(a)(3), Notice of intent of proposal to remove Director or officer;
 - ii. Subsection 47-261e(a), Summary of budget, statement of reserves, and basis for calculation and funding of reserves for meeting of Unit Owners to consider approval of periodic budget; and
 - iii. Subsection 47-261e(b), Summary of proposed non-budgeted assessment to be presented to Unit Owners for approval.
- (f) Only matters described in the notice of the meeting may be considered at that meeting.

Section 4.7 – Waiver of Notice.

- (a) Any Unit Owner may waive notice of any meeting. The waiver must be in writing, signed by the Unit Owner, and filed with the minutes of the meeting.
- (b) Attendance by a Unit Owner at any meeting of the Unit Owners:

- i. Shall constitute a waiver of notice unless the Unit Owner at the beginning of the meeting objects to holding the meeting, or transacting business at the meeting; and
- ii. Shall constitute a waiver of objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Unit Owner objects to considering the matter when it is presented.

Section 4.8 – Adjournment of Meeting. At any meeting of Unit Owners, a majority of the Unit Owners who are present at such meeting, either in person or by proxy, even if those present do not constitute a quorum, may adjourn the meeting from time to time. If a quorum is present at any adjourned meeting, then any business that might have been transacted at the meeting originally called may be transacted without further notice.

Section 4.9 – Opportunity for Unit Owner Comment.

- (a) At each meeting of Unit Owners, the Unit Owners shall be given a reasonable opportunity to comment regarding any matter affecting the Common Interest Community and the Association.
- (b) This opportunity may be in the form of a comment period at a designated time during the meeting. The Executive Board may adopt reasonable rules and procedures for the conduct of the comment period, including limitations on the length of the comment period and the length of individual comments.

Section 4.10 – Order of Business. Except as otherwise provided in the notice of the meeting or determined by vote of the Unit Owners present at the meeting, the order of business at all meetings of the Unit Owners shall be as follows, as applicable and appropriate:

1. Roll call (or check-in procedure).
2. Proof of notice of meeting.
3. Consideration and approval of minutes of preceding meeting.
4. Reports, as applicable and as determined by the Executive Board, of the Manager, the president, other officers, or advisory committees, if any.
5. Election of inspectors of election (when required).
6. Election of Directors (when required).
7. Consideration of ratification of budget (if required).

8. Consideration of ratification of non-budgeted assessment (when applicable).
9. Unfinished business (as included in the notice of the meeting).
10. New business (as included in the notice of the meeting).
11. Unit Owner comment.
12. Adjournment.

Section 4.11 – Moderator of Meetings.

- (a) The president shall preside at each meeting of Unit Owners unless, in light of the nature of the proceeding or the nature of the agenda items, the Executive Board or the president determines to designate another individual to act as chairperson and preside at the meeting for all or a portion of the meeting as specified by the Executive Board or the chair of the meeting, as the case may be.
- (b) It may, from time to time, be necessary or appropriate for the president of the Association, as its chief executive officer, or for another officer chairing a meeting to participate in the debate on a topic at an Association meeting, something that the individual chairing a meeting may not do. In such case, the individual chairing the meeting may relinquish the chair to participate in the debate and the Unit Owners may select a moderator to chair the meeting. If the individual chairing a meeting relinquishes the chair to participate in the debate on an issue, such individual may not resume chairing the meeting until the debate and, if applicable, vote on the issue has concluded.
- (c) The chairperson selected by the Unit Owners need not be a Unit Owner, Director, or officer.

Section 4.12 – Voting, Generally.

- (a) If only one of several owners of a Unit is present at a meeting of the Association, in person or by proxy, that owner is entitled to cast all the Votes allocated to that Unit. If more than one of the owners of the Unit is present, in person or by proxy, the Votes allocated to that Unit may be cast only in accordance with the agreement of a majority in interest of the Unit Owners. There is majority agreement if any one of the owners casts the Votes allocated to that Unit without protest being made promptly to the individual presiding over the meeting by any of the other owners of the Unit.
- (b) If a Unit is owned by a corporation, partnership, limited liability company, trust, or other legal entity, the natural person designated in a record provided to the Association to participate and vote on behalf of the entity at meetings and in other votes of Unit Owners conducted by the Association may so participate and

vote. In the absence of such a designation, the following may participate and vote at meetings and other votes of Unit Owners conducted by the Association: any officer of a corporation, any general partner of a partnership, any manager of a manager-managed limited liability partnership, any member of a member-managed limited liability company, or any trustee of a trust. The moderator of the meeting may require reasonable evidence that the individual voting on behalf of a legal entity that owns a Unit is qualified to vote.

- (c) Votes allocated to a Unit owned by the Association shall be cast in any vote of the Unit Owners in the same proportion as the Votes cast on the matter by Unit Owners other than the Association.
- (d) In the case of amendments to the Declaration, or agreements to the assignment of the Association's rights to future income, Unit Owners may also indicate their assent by written agreement.

Section 4.13 – Voting by Proxies. Subject to other provisions of the ByLaws and the Act, the following requirements apply to proxy voting.

- (a) Votes allocated to a Unit may be cast at a meeting of Unit Owners pursuant to a directed, partially directed, or undirected proxy duly executed by the Unit Owner of the Unit. The proxy may be given to any individual, whether or not a Unit Owner, or to the holder of an office in the Association, such as the president or the secretary. A proxy may not be given to the Executive Board as a body, but a proxy may be given to an individual who is a Director.
- (b) The Association may provide a proxy form to any Unit Owner who seeks to vote pursuant to a directed or undirected proxy. If the Association provides a proxy form, the proxy form, (x) shall include a blank space reserved for the insertion of the name of the proxy holder, and (y) may include the name of a person designated by the Association to be the default proxy holder, who shall be authorized to exercise the proxy in the event the Unit Owner fails to otherwise specify the name of the proxy holder subject to the limitations set forth in this subsection.
- (c) If a Unit is owned by more than one Person, each owner of the Unit may vote or register protest to the casting of a Vote by any other Unit Owners of the Unit through a duly executed proxy.
- (d) A Unit Owner may revoke a proxy only by actual notice of revocation to the individual presiding over the meeting of the Association.
- (e) A proxy is void if it is not dated or purports to be revocable without notice.
- (f) A proxy terminates one year after its date, unless it specifies a shorter term.

- (g) A Person may cast any percentage of the Votes in the Association pursuant to any forms of proxies that comply with these ByLaws, whether directed, partially directed, or undirected.

Section 4.14 – Conduct of Vote of Unit Owners without Meeting. Except to the extent prohibited or limited by the Declaration or these ByLaws, the Executive Board, and only the Executive Board, may, by resolution, determine to hold a vote of the Unit Owners without a meeting. In that event, the following requirements apply:

- (a) The Association shall notify the Unit Owners that the vote will be taken by ballot;
- (b) The Association shall deliver a paper or electronic ballot to every Unit Owner entitled to vote on the matter;
- (c) The ballot must set forth each proposed action to be voted on or office to be filled and provide an opportunity to vote for or against the action or the candidate for office;
- (d) When the Association delivers the ballots, it shall also:
 - i. Indicate the number of responses needed to meet the quorum requirements;
 - ii. State the percentage of votes necessary to approve each matter other than election of Directors;
 - iii. Specify the time and date by which the ballot must be delivered to the Association to be counted, which time and date may not be fewer than three days after the date the Association delivers the ballot; and
 - iv. Describe the time, date and manner by which Unit Owners wishing to deliver information to all Unit Owners regarding the subject of the vote may do so;
- (e) Except as otherwise provided in the Declaration or these ByLaws, a ballot is not revoked after delivery to the Association by death or disability or attempted revocation by the Person that cast that vote; and
- (f) Approval by ballot without meeting is valid only if the number of Votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action.
- (g) The resolution of the Executive Board for a vote of Unit Owners without meeting may (A) require that the vote be by secret ballot in accordance with procedures specified by the Executive Board in its resolution, and (B) specify such other procedural and logistical details of the balloting procedure that are not inconsistent with or contrary to the applicable requirements of the Act and the ByLaws, as the Executive Board deems appropriate. The Executive

Board may engage the services of a third-party vendor to conduct the vote by ballot.

Section 4.15 – Quorum. Except as otherwise provided in these ByLaws, the presence, in person or by proxy, at any meeting of the Unit Owners or the casting of ballots in a vote by ballot without a meeting, by Unit Owners holding 33.33 percent or more of the voting power in the Association shall constitute a quorum for action at such meeting or approval by vote without a meeting.

Section 4.16 – Requisite Vote.

- (a) Except as otherwise provided in Subsections 4.16(b) or (c) of these ByLaws, a majority of the Votes cast at a meeting at which a quorum is present or a majority of the Votes cast by ballot without a meeting in which the total Votes cast equal or exceed a quorum, is the decision of the Unit Owners for all purposes;
- (b) Directors shall be elected by secret ballot by a plurality of the Votes cast at a meeting at which a quorum is present or a plurality of the Votes cast by ballot without a meeting in which the total Votes cast equal or exceed a quorum, even if the Votes cast for any one individual do not constitute a majority; and
- (c) If any provision of CIOA, other law, the Declaration, or these ByLaws requires a greater number or portion of the Votes of the Unit Owners than is required by Subsections 4.16(a) or (b) of these ByLaws, such provision shall control.

Section 4.17 – Action by Agreement. Where the Act requires the vote or agreement of the Unit Owners to a specific action, a Unit Owner may agree to the action in a written agreement or other record delivered to the Association that is signed or otherwise authenticated by the Unit Owner and contains or refers to the action to which the Unit Owner is agreeing. A written agreement or record signed by one of the owners of a Unit constitutes the agreement of all owners of the Unit unless one or more of the other owners of the Unit give written notice to the Association of disagreement with that action before the vote or agreement on the action under consideration becomes effective. If more than one of the owners of Unit delivers a written agreement or other record, the position taken by a majority in interest of those Unit Owners who deliver written agreements or other records constitutes the position of all Unit Owners of the Unit.

Section 4.18 – Rules of Order.

- (a) Meetings of the Association shall be conducted in accordance with the most recent edition of *Robert's Rules of Order, Newly Revised* unless:
 - i. The Declaration, these ByLaws, the Act, or other applicable law provides otherwise; or

- ii. Two-thirds of the Votes allocated to Unit Owners present at the meeting, in person or by proxy, vote to suspend those rules.
- (b) The individual chairing the meeting may vote at the meeting while acting as chair, only if the individual is a Unit Owner and either:
- i. The vote is taken by ballot; or
 - ii. The vote of the chair would change the outcome. (If the motion is tied and the chair is in favor of the motion, the chair may vote, thus breaking the tie and creating a majority so that the motion passes. If the motion has one more vote in favor than against, and the chair is opposed to the motion, the chair may vote, thus creating a tie and preventing a majority so that the motion fails.)

ARTICLE 5 **Officers**

Section 5.1 – Designation. The principal officers of the Association shall be the president, the vice president, the secretary and the treasurer, all of whom shall be elected by the Executive Board. The Executive Board may appoint an assistant treasurer, an assistant secretary, and such other officers as in its judgment may be necessary. The president and vice president, but no other officers, must be a Director at all times that they hold office. Any two offices may be held by the same individual, except the offices of president and vice president, and the offices of president or vice president and secretary. The office of vice president may be vacant. The Executive Board shall elect the officers. The Directors and officers shall take office upon election.

Section 5.2 – Election of Officers. The officers of the Association shall be elected annually by the Executive Board at the organization meeting of each new Executive Board and shall continue in office until a successor is elected or such officer is earlier removed from office.

Section 5.3 – Removal of Officers. Upon the affirmative vote of a majority of the Directors, any officer may be removed, with or without cause, and a successor may be elected at any regular meeting of the Executive Board, or at any special meeting of the Executive Board called for that purpose.

Section 5.4 – President. The president shall be the chief executive officer of the Association. Except as otherwise provided by these ByLaws, the president shall preside at all meetings of the Unit Owners and of the Executive Board. The president shall have all of the general powers and duties which are incident to the office of president of a nonstock corporation under the Nonstock Corporation Act. The president may fulfill the role of treasurer in the absence of the treasurer. The president may cause to be prepared and may execute amendments to the Declaration and the ByLaws on behalf of the Association, following authorization or approval of the particular amendment as applicable.

Section 5.5 – Vice President. The vice president shall take the place of the president and perform his or her duties whenever the president is absent or unable to act. If neither the president nor the vice president is able to act, the Executive Board shall appoint some other Director to act in the place of the president, on an interim basis. The vice president shall also perform such other duties as may be assigned by the Executive Board or by the president.

Section 5.6 – Secretary. The secretary shall keep or cause to be kept the minutes of all meetings of the Unit Owners and the Executive Board. The secretary shall have charge of such books and papers as the Executive Board may direct and shall, in general, perform all the duties incident to the office of secretary of a nonstock corporation organized under the Nonstock Corporation Act. The secretary may cause to be prepared for execution by the president amendments to the Declaration and/or

the ByLaws on behalf of the Association, following authorization or approval of the particular amendment as applicable.

Section 5.7 – Treasurer. The treasurer shall have the responsibility for Association funds and securities and shall be responsible for keeping or causing to be kept full and accurate financial records and books of account showing all receipts and disbursements, and for the preparation of all required financial data. The treasurer shall be responsible for the deposit of all monies and other valuable effects in such depositories as may from time to time be designated by the Executive Board, and shall, in general, perform all the duties incident to the office of treasurer of a nonstock corporation organized under the Nonstock Corporation Act. The treasurer may endorse on behalf of the Association for collection only, checks, notes and other obligations, and shall deposit the same and all monies in the name of and to the credit of the Association in such banks as the Executive Board may designate. The treasurer may have custody of and shall have the power to endorse for transfer on behalf of the Association, stock, securities or other investment instruments owned or controlled by the Association or as fiduciary for others.

Section 5.8 – Agreements, Contracts, Deeds, Checks, etc.. Except as otherwise provided or required by these ByLaws, all agreements, contracts, deeds, leases, checks and other instruments of the Association shall be executed by any officer of the Association or by such other individual or individuals as may be designated by the Executive Board.

Section 5.9 – Compensation. An officer may not receive fees from the Association for acting as an officer of the Association. An officer may be reimbursed for necessary expenses actually incurred in connection with such officer's duties, as approved by the Executive Board.

ARTICLE 6 **Enforcement**

Section 6.1 – Fine for Violation. By resolution, following Notice and Hearing, the Executive Board may levy a reasonable fine in an amount established from time to time by the Executive Board for each day that a violation of the Documents or Rules has previously occurred or persists after such Notice and Hearing, but such amount shall not exceed the amount necessary to ensure compliance with the rule or order of the Executive Board.

Section 6.2 – Abatement and Enjoinment of Violations.

- (a) If any Unit Owner, tenant, or other occupant of a Unit violates or breaches any provision of the Documents, then, subject to Subsection 6.2(b), the Association may take action under Subsection 6.2(c).
- (b) Prior to taking such action under Subsection 6.2(c) the Association shall provide Notice and Hearing to such Unit Owner or occupant, provided, however:
 - i. Notice and Hearing will not be required if the Association takes such action to prevent immediate or irreparable harm; and
 - ii. The Association gives notice of such action to such Unit Owner or occupant as soon as practical whether before or after taking such action, except such notice must be given before anything is disposed of under Subsection 6.2(c)(iii).
- (c) Subject to Subsections 6.2(a) and (b), the Association may, at its discretion, do one or more of the following:
 - i. Enter the Unit in which, or as to which, such violation or breach exists and to summarily abate and remove, at the expense of such Unit Owner or occupant, any Improvement, thing, or condition (except for additions, alterations, or betterments of a permanent nature that may exist therein) that violates or breaches the provisions of the Documents, and the Association shall not thereby be deemed liable for any manner of trespass;
 - ii. Summarily abate and remove any Improvement, thing, or condition from the Common Elements, including the Limited Common Elements, that violates or breaches the provisions of the Documents (including, but not limited to, the towing of motor vehicles), at the expense of such Unit Owner or occupant responsible for placing such Improvement, thing, or condition within the Common Elements or Limited Common Elements;
 - iii. If the Association removes anything from a Unit, Limited Common Element, or Common Element pursuant to Subsections 6.2(c)(i) or (ii), then after removal the Association may store it, at the expense of such Unit Owner or occupant, and sell or otherwise dispose of it in a commercially reasonable manner, and offset the net proceeds of such sale, if any, against the costs incurred by the Association in addressing the violation or breach including, but not limited to, fines, late charges, and attorney's fees;
 - iv. Bring appropriate legal proceedings, either at law or in equity, to enjoin, abate, or remedy the continuance of any such violation or breach;

- v. Bring appropriate legal proceedings, either at law or in equity, for specific performance of the Documents; or
- vi. Take any other actions permitted under the Documents or applicable law.

Section 6.3 – Hearing before Action or Proceeding. Except as otherwise provided in the ByLaws, before the Association brings an action or institutes a proceeding against a Unit Owner, the Association shall schedule a hearing to be held during a regular or special meeting of the Executive Board and shall give written notice by certified mail, return receipt requested, and by regular mail, to the Unit Owner at least 10 business days before the date of such hearing. Such notice shall include a statement of the nature of the claim against the Unit Owner and the date, time, and place of the hearing.

- (a) The Unit Owner shall have the right to give testimony orally or in writing at the hearing, either personally or through a representative, and the Executive Board shall consider such testimony in making a decision whether to bring an action or institute a proceeding against such Unit Owner.
- (b) The Executive Board shall make its decision, and the Association shall send such decision in writing by certified mail, return receipt requested, and by regular mail, to the Unit Owner, not later than 30 days after the Hearing.
- (c) The provisions of Subsection 6.3(a) shall not apply to an action brought by the Association against a Unit Owner (x) to prevent immediate and irreparable harm, or (y) to foreclose a lien for an assessment attributable to a Unit or fines imposed against a Unit Owner pursuant to the Declaration and the Act.
- (d) Any Unit Owner seeking to enforce a right granted or obligation imposed by the Act, the Declaration, the ByLaws, or the Rules against the Association or another Unit Owner may submit a written request to the Association for a Hearing before the Executive Board.
- (e) Not later than 30 days after the Association receives such request, the Association shall schedule a hearing to be held during a regular or special meeting of the Executive Board and shall send written notice by certified mail, return receipt requested, and by regular mail, to the Unit Owner at least 10 business days before the date of such hearing. Such notice shall include the date, time, and place of the hearing. Such hearing shall be held not later than 45 days after the Association receives such request.
- (f) The Executive Board shall make a decision on the Unit Owner's claim, and the Association shall send such decision in writing by certified mail, return receipt requested, and by regular mail, to the Unit Owner not later than 30 days after the hearing.

- (g) The failure of the Association to comply with the provisions of this subsection shall not affect a Unit Owner's right to bring an action pursuant to the Act.

ARTICLE 7 **Indemnification**

The Directors and officers of the Association shall have the liabilities, and be entitled to indemnification, as provided in Sections 33-1116 to 33-1124 of the Connecticut General Statutes, the provisions of which are hereby incorporated by reference and made a part hereof.

ARTICLE 8 **Records**

Section 8.1 – Financial Records and Audits. The Association shall maintain financial records. The financial records shall be maintained, and if required by the Declaration or by the Executive Board, they shall be audited. The cost of the audit shall be a Common Expense unless otherwise provided in the Declaration.

Section 8.2 – Records to Be Maintained. The Association shall maintain and retain the following records:

- (a) Detailed records of receipts and expenditures affecting the operation and administration of the Association and other appropriate accounting records;
- (b) Minutes of all meetings of the Unit Owners and the Executive Board other than executive sessions, a record of all actions taken by the Unit Owners or the Executive Board without a meeting, and a record of all actions taken by a committee in place of the Executive Board on behalf of the Association;
- (c) The names of Unit Owners in a form that permits preparation of a list of the names of all Unit Owners and the addresses at which the Association communicates with the Unit Owners, in alphabetical order showing the number of Votes each Unit Owner is entitled to cast;
- (d) The Association's original or restated organizational documents, if required by law other than the Act, ByLaws and all Amendments to the ByLaws, and all Rules currently in effect;
- (e) All financial statements and tax returns of the Association for the past three years;
- (f) A list of the names and addresses of the Association's current Directors and officers;
- (g) The Association's most recent annual report delivered to the Secretary of the State, if any;

- (h) Financial and other records sufficiently detailed to enable the Association to comply with section 47-270 of the Act;
- (i) Copies of current contracts to which the Association is a party;
- (j) Records of Executive Board or committee actions to approve or deny any requests for design or architectural approval from Unit Owners;
- (k) Ballots, proxies and other records related to voting by Unit Owners for one year after the election, action or vote to which they relate; and
- (l) Collection and foreclosure policy.

Section 8.3 – Examination and Copying of Records.

- (a) Subject to Subsections 8.3(b) and (c), all records retained by the Association shall be available for examination and copying by a Unit Owner or the Unit Owner's authorized agent:
 - i. During reasonable business hours or at a mutually convenient time and location; and
 - ii. Upon five days' notice in a record reasonably identifying the specific records of the Association requested.
- (b) Records retained by the Association shall be withheld from inspection and copying to the extent that they concern:
 - i. Personnel, salary and medical records relating to specific individuals, unless waived by the Persons to whom such records relate; or
 - ii. Information the disclosure of which would violate any law other than the Act.
- (c) Except as provided in Subsection (d), records retained by the Association may be withheld from inspection and copying to the extent that they concern:
 - i. Contracts, leases and other commercial transactions to purchase or provide goods or services currently being negotiated;
 - ii. Existing or potential litigation or mediation, arbitration or administrative proceedings;
 - iii. Existing or potential matters involving federal, state or local administrative or other formal proceedings before a governmental tribunal for enforcement of the Declaration, ByLaws, or Rules;

- iv. Communications with the Association's attorney which are otherwise protected by the attorney-client privilege or the attorney work-product doctrine;
 - v. Records of an executive session of the Executive Board; or Individual Unit files other than those of the requesting Unit Owner.
- (d) Records withheld from inspection under Subsection 8.3(c) above may be made available for inspection and copying only if and only to the extent that the Executive Board, in its sole discretion, determines that they should be made available.
- (e) The Association may charge a reasonable fee for providing copies of any records under this Section and for supervising the Unit Owner's inspection. A right to copy records under this Section includes the right to receive copies by photocopying or other means, including copies through an electronic transmission if available, upon request by the Unit Owner.
- (f) The Association is not obligated to compile or synthesize information.
- (g) Information provided pursuant to this Section may not be used for commercial purposes.

Section 8.4 – Agent for Resale Certificate. The Association shall, during the month of January in each year, file in the office of the Town Clerk of Norwich a certificate setting forth the name and mailing address of the officer of the Association or the managing agent from whom a resale certificate may be requested, and shall, thereafter, file such a certificate within 30 days of any change in the name or address of such officer or agent.

ARTICLE 9 **Notices**

Section 9.1 – Notices from Unit Owners to Association or Executive Board. All notices to the Association or the Executive Board shall be delivered to the office of the Manager, or if there is no Manager, to the office of the Association, or to such other address as the Executive Board may designate from time to time by notice in writing to all Unit Owners and to all holders of Security Interests in the Units who have notified the Association that they hold a Security Interest in a Unit.

Section 9.2 – Notices from Association to Unit Owners.

- (a) Unless the Act, the Declaration, or these ByLaws require a different manner of giving notice, any notice required to be delivered by the Association to Unit Owners shall be delivered to any mailing or electronic mail address that a Unit Owner designates, except that the Association may also deliver notices by:
- i. Hand delivery to each Unit Owner;
 - ii. Hand delivery, United States mail postage paid, or commercially reasonable delivery service to the mailing address of each Unit,
 - iii. Electronic means, if the Unit Owner has given the Association an electronic address; or
 - iv. Any other method reasonably calculated to provide notice to the Unit Owner.
- (b) Notices of hearings to be held pursuant to Subsection 47-278(c) or Subsection 47-278(d) of the Act and notice of the decision of the Executive Board following any such hearing shall be in writing and sent by certified mail, return receipt requested, and by regular mail, to the Unit Owner.

Section 9.3 – Notices to Directors. Notices to Directors shall be in writing, unless oral notice is reasonable in the circumstances and may be communicated in person, by United States mail or other method of delivery, or by voice mail, or other electronic means. Notice by electronic mail is written notice.

Section 9.4 – Notices to Unit Owners of Legal Proceedings. The Executive Board shall promptly provide notice to the Unit Owners of any legal proceeding in which the Association is a party other than proceedings involving enforcement of Rules, recovery of unpaid assessments or other sums due the Association, or defense of the Association's lien on a Unit in a foreclosure action commenced by a third party.

Section 9.5 – Effectiveness. All notices required to be given by the Association shall be deemed to have been given when sent. Notices to the Association or the Manager are effective only when actually received.

Section 9.6 – No Invalidity of Action. The ineffectiveness of a good faith effort to deliver notice by an authorized means does not invalidate action taken with or without a meeting.

Section 9.7 – Computation of Time Periods. In computing the period of time of any notice required or permitted to be given under the Documents, applicable law, or a resolution of the Unit Owners or the Executive Board, the day on which the notice is given shall be excluded and the day on which the matter noticed is to occur shall be included, unless such Documents, law, or resolution provides otherwise.

ARTICLE 10
Amendment of ByLaws

Section 10.1 – Requirements for Amendment. The ByLaws may be amended only as provided in Article 16 of the Declaration.

Section 10.2 – Validity of Amendment. No action to challenge the validity of an amendment to the ByLaws adopted in accordance with the Declaration and ByLaws may be brought more than one year after the later of the date that the amendment is effective.

ARTICLE 11 **Rules**

Section 11.1 – Adoption, Amendment, and Repeal.

- (a) At least 10 days before adopting, amending or repealing any Rule, the Executive Board shall give all Unit Owners notice of: (i) the Executive Board's intention to adopt, amend, or repeal a Rule and shall include with such notice the text of the proposed Rule or amendment, or the text of the Rule proposed to be repealed; and (ii) the date on which the Executive Board will act on the proposed Rule, amendment or repeal after considering comments from Unit Owners.
- (b) Following adoption, amendment or repeal of a Rule, the Association shall notify the Unit Owners of its action and provide a copy of any new or amended Rule.

Section 11.2 – Controls on Appearance. Subject to the provisions of the Declaration, the Association may adopt Rules to establish and enforce construction and design criteria and aesthetic standards. If the Association adopts such Rules, the Association shall adopt procedures for enforcement of those Rules and for approval of construction applications, including a reasonable time within which the Association must act after an application is submitted and the consequences of its failure to act.

Section 11.3 – Display of Flags. A Rule regulating display of the flag of the United States must be consistent with federal law. In addition, the Association may not prohibit display, on a Unit or on a Limited Common Element adjoining a Unit, of the Connecticut state flag or signs regarding candidates for public or Association office or ballot questions, but the Association may adopt Rules governing the time, place, size, number, and manner of those displays.

Section 11.4 – Rules Affecting Units. The Association may adopt Rules that affect the use of or behavior in Units only to:

- (a) Implement a provision of the Declaration;
- (b) Regulate any behavior in or occupancy of a Unit which violates the Declaration or adversely affects the use and enjoyment of other Units or the Common Elements by other Unit Owners; or
- (c) Restrict the leasing of Units to the extent those Rules are reasonably designed to meet underwriting requirements of institutional lenders that regularly make loans secured by first mortgages on units in Common Interest Communities or regularly purchase those mortgages.

Section 11.5 – Other Requirements.

- (a) The Association's internal business operating procedures need not be adopted as Rules.
- (b) Each Rule of the Association must be reasonable.

ARTICLE 12
Miscellaneous

Section 12.1 – Fiscal Year. The Executive Board shall establish the fiscal year of the Association.

Section 12.2 – Waiver. No restriction, condition, obligation, or provision contained in these ByLaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches which may occur.

Section 12.3 – Office. The principal office of the Association shall be at the Property or at such other place as the Executive Board may from time to time designate.

Section 12.4 – Invalidity. The invalidity of any part of these ByLaws shall not impair or affect in any manner the enforceability or effect of the balance of these ByLaws.

Section 12.5 – Captions. The captions inserted herein are inserted only as a matter of convenience and for reference and do not define, limit, or describe the scope of these ByLaws or the intent of any provision thereof.

Section 12.6 – Number and Gender. The use of the masculine gender refers to the feminine and neuter genders and the use of the singular includes the plural, and vice versa, whenever the context of the Documents so requires.

These Amended ByLaws were approved by the Association on the _____ day of _____, 2018.

**THE CLUB AT NORWICH
INN & SPA, INC.**

**By
Its President**

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These Amended ByLaws were approved by the Association on the 11
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**THE CLUB AT NORWICH
INN & SPA, INC.**

By 
Its President