

*After recording, please return to:
Sandler & Hansen, LLC
98 Washington Street, Third Floor
Middletown, CT 06457*

**AMENDED AND RESTATED BYLAWS OF
MEADOW HILL, INC.**

Table of Contents

ARTICLE I – Introduction

- Section 1.1 – Identification
- Section 1.2 – Effect of Declaration
- Section 1.3 – Effect of Other Laws
- Section 1.4 – Earlier Bylaws Replaced

ARTICLE II – Executive Board

- Section 2.1 – Number, Election, Term, and Qualification
- Section 2.2 – Powers and Duties
- Section 2.3 – Manager
- Section 2.4 – Standard of Care
- Section 2.5 – Personal Action Required of Directors
- Section 2.6 – Removal of Directors
- Section 2.7 – Vacancies
- Section 2.8 – Executive Board Meetings
- Section 2.9 – Open Meetings
- Section 2.10 – Executive Sessions
- Section 2.11 – Location of Meetings
- Section 2.12 – Notices of Meetings
- Section 2.13 – Waiver of Notice
- Section 2.14 – Meetings by Telephonic, Video, or Other
Conferencing Process
- Section 2.15 – Quorum and Voting
- Section 2.16 – Action by Consent without a Meeting
- Section 2.17 – Limitation on Challenges
- Section 2.18 – Compensation
- Section 2.19 – Rules of Order
- Section 2.20 – Procedures for Election of Directors

ARTICLE III – Committees

- Section 3.1 – Special Board Committees
- Section 3.2 – Advisory Committees

ARTICLE IV – Unit Owners

- Section 4.1 – Annual Meeting
- Section 4.2 – Budget and Special Assessment Meetings
- Section 4.3 – Special Meetings

Section 4.4 – Place of Meetings
Section 4.5 – Meetings by Telephonic, Video, or Other Conferencing Process
Section 4.6 – Notice of Meetings
Section 4.7 – Waiver of Notice
Section 4.8 – Adjournment of Meeting
Section 4.9 – Opportunity for Unit Owner Comment
Section 4.10 – Order of Business
Section 4.11 – Moderator of Meetings
Section 4.12 – Voting – Generally
Section 4.13 – Voting – Proxies
Section 4.14 – Conduct of Vote of Unit Owners without Meeting
Section 4.15 – Quorum
Section 4.16 – Requisite Unit Owner Vote
Section 4.17 – Action by Agreement
Section 4.18 – Rules of Order
Section 4.19 – Approval of Minutes

ARTICLE V – Officers

Section 5.1 – Designation
Section 5.2 – Election of Officers
Section 5.3 – Removal of Officers
Section 5.4 – President
Section 5.5 – Vice President
Section 5.6 – Secretary
Section 5.7 – Treasurer
Section 5.8 – Agreements, Contracts, Deeds, Checks, etc.
Section 5.9 – Compensation

ARTICLE VI – Fines

Section 6.1 – Fines

ARTICLE VII – Indemnification

Section 7.1 – Indemnification

ARTICLE VIII – Records

Section 8.1 – Financial Records and Audits
Section 8.2 – Records to be Maintained
Section 8.3 – Examination and Copying of Records
Section 8.4 – Resale Certificates and Statements of Unpaid Assessments
Section 8.5 – Minutes of Executive Board Meetings

ARTICLE IX – Notices

Section 9.1 – Notices to Association or Executive Board
Section 9.2 – Notices from Association to Unit Owners
Section 9.3 – Notices to Directors

Section 9.4 – Notices to Unit Owners of Legal Proceedings
Section 9.5 – Effectiveness
Section 9.6 – No Invalidity of Action
Section 9.7 – Calculation of Time Periods

ARTICLE X – Amendments to Bylaws

Section 10.1 – Amendments
Section 10.2 – Notice to Unit Owners of Amendments to the Bylaws
Section 10.3 – Limitation of Challenges
Section 10.4 – Recording of Bylaws and Amendments

ARTICLE XI – Miscellaneous

Section 11.1 – Fiscal Year
Section 11.2 – Waiver
Section 11.3 – Office
Section 11.4 – Invalidity
Section 11.5 – Captions
Section 11.6 – Number and Gender

AMENDED AND RESTATED BYLAWS OF MEADOW HILL, INC.

ARTICLE I INTRODUCTION

Section 1.1 – Identification. These are the amended and restated Bylaws of Meadow Hill, Inc., a nonstock corporation established and existing under the Nonstock Corporation Act, which is the association of Unit Owners of Meadow Hill, a common interest community created by an amended and restated declaration dated December 1, 1995, and recorded on December 4, 1995, in Volume 977 at Page 20 of the Glastonbury land records. A new amended and restated Declaration of Meadow Hill has been recorded contemporaneously with these Bylaws.

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 CIOA. As provided in Section 47-207 of CIOA, to the extent the Nonstock Corporation Act is inconsistent with CIOA, CIOA 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 II EXECUTIVE BOARD

Section 2.1 – Number, Election, Term, and Qualification.

- (a) The Executive Board shall consist of seven individuals who shall serve as Directors as set forth in these Bylaws.
- (b) Directors shall serve for three-year terms, and the terms shall be staggered in accordance with the Nonstock Corporation Act.

- (c) At each annual meeting of the Unit Owners, the Unit Owners shall elect successors for Directors whose terms are then expiring. Alternatively, if determined by the Executive Board pursuant to Section 4.14 of these Bylaws, the Unit Owners shall elect Directors by ballot in lieu of an annual meeting.
- (d) Directors shall take office immediately on election. 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 meeting at which Directors are to be elected, the Unit Owners may, by resolution, adopt specific procedures for conducting the elections, not inconsistent with CIOA, the Declaration, these Bylaws, or the Nonstock Corporation Act.
- (f) Directors shall, at all times be, be either Unit Owners or the immediate family of a Unit Owner. For the purpose of determining qualification to be a Director, the following applies:
 - (i) 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.
 - (ii) The immediate family of a Unit Owner includes the Unit Owner's spouse, parents, step-parents, grandparents, adult children, adult step-children, and adult grandchildren.
- (g) As provided in Subsection 47-245(j) of CIOA, 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.
- (h) In the event that any Director shall resign, be permanently incapacitated, or be absent from three (3) consecutive regular Executive Board meetings, the Executive Board, at the third meeting at which the Director is absent or after the Director resigns or becomes permanently incapacitated, may fill the position for the remaining term of that position, or, if earlier, until the next regularly scheduled meeting at which Directors are elected, at which time the Unit Owners shall elect a Director to serve the remainder of the term, if any.

Section 2.2 – Powers and Duties. The powers and duties of the Executive Board and the limitations on the powers of the Executive Board are set forth in Sections 23.1 and 23.2 of the Declaration.

Section 2.3 – Manager. The Executive Board may employ a Manager for the Common Interest Community 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 powers granted to the Executive Board under Subsections 23.1(c), (e), and (g) of the Declaration. The Manager may also assist the Executive Board in the exercise of its other powers as the Executive Board may direct. Licenses, concessions, and contracts may be executed by the Manager pursuant to specific resolutions of the Executive Board, and to fulfill the requirements of the budget.

Section 2.4 – Standard of Care. In the performance of their duties, the officers and Directors shall exercise the degree of care and loyalty to the Association required of an officer or director of a corporation organized under the Nonstock Corporation Act. In addition, and without limiting other provisions of law that apply to Directors, provisions relating to conflicting interest transactions of Sections 33-1127 through 33-1139 of the Nonstock Corporation Act apply to all Directors.

Section 2.5 – 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 may a Director or the Executive Board 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 2.6 – Removal of Directors.

- (a) The Unit Owners present in person or by proxy at a meeting at which a quorum of Unit Owners is present, or participating in a vote by ballot without a meeting as provided in these Bylaws and CIOA, may remove any Director, with or without cause, if the number of Votes cast in favor of removal exceeds the number of Votes cast in opposition to removal.
- (b) The Unit Owners may not consider whether to remove a Director at a meeting of Unit Owners unless that subject was listed in the notice of the meeting or in the notice of the vote by ballot without a meeting.
- (c) At any meeting at which there is to be a vote to remove a Director, the Director being considered for removal shall have a reasonable opportunity to speak before the vote is taken. If the vote is taken by ballot without a meeting, the Director being considered for removal shall be given a reasonable opportunity to deliver information to the Unit Owners as provided in Section 4.14 of these Bylaws relating to votes by ballot without a meeting.

Section 2.7 – Vacancies. As provided in the certificate of incorporation of the Association, 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 for the time specified in Subsection 2.7(c) of these

Bylaws 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.

- (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. Such vote may be taken at the meeting at which the Director is removed, or by the same vote by ballot without a meeting by which the Director was removed, or a subsequent vote by ballot without a meeting, or at a special or annual meeting of Unit Owners following the creation of the vacancy.
- (c) Each individual appointed by the Executive Board pursuant to Subsection 2.7(a) of these Bylaws above shall be a Director for the unexpired term of the directorship being filled or, if earlier, until the next regularly scheduled meeting at which Directors are elected, at which time the Unit Owners shall elect a Director to serve the remainder of the term, if any.
- (d) Each individual elected by the Unit Owners pursuant to Subsections 2.7(b) or (c) of these Bylaws shall serve the unexpired portion of the term of the Director being replaced.

Section 2.8 – Executive Board Meetings.

- (a) First Meeting Following the Annual Meeting of the Unit Owners. The first regular meeting of the Executive Board following each annual meeting of the Unit Owners shall be held immediately following adjournment of the annual meeting or thereafter at such time and place as shall be fixed by the Unit Owners at the meeting at which Directors were elected.
- (b) Regular Meetings. In addition to the first meeting of the Executive Board following each annual meeting of Unit Owners, the Executive Board may set a schedule of regular meetings by resolution. The schedule of Executive Board meetings shall be given to Unit Owners.
- (c) Special Meetings. Special meetings of the Executive Board may be called by the president or by a majority of the Directors.
- (d) Minimum Number of Meetings. Notwithstanding any actions taken by the Executive Board pursuant to Section 2.16 of these Bylaws, there shall be at least two meetings of the Executive Board each year.

Section 2.9 – Open Meetings.

- (a) Except during executive sessions, all meetings of the Executive Board, or of any Special Board 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 a 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 to comment 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 2.9 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 may not use incidental or social gatherings of Directors or any other method to evade the open meeting requirements of this Section 2.9.

Section 2.10 – Executive Sessions. The Executive Board and any Special Board 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 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 Special Board Committee determines that public knowledge would violate the privacy of any individual.

Section 2.11 – Location of Meetings. All meetings of the Executive Board shall be held at the Common Interest Community, in the town in which any portion of 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 2.12 – 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 Bylaw or Rule is governed by Section 22.1 of the Declaration and notice of meeting for a hearing is governed by Sections 22.2 and 22.3 of the Declaration.
- (b) Special meetings of the Executive Board to deal with an emergency situation that requires consideration or action by the Executive Board sooner than could be accommodated if the notice requirements of Subsection 2.12(a) of these Bylaws 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. Notice of matters considered and actions taken at the meeting, if any, shall be provided to the Unit Owners following the meeting.
- (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.
- (d) If the meeting is included in a schedule given to the Unit Owners, the secretary shall make available an agenda for such meeting to each Director and to the Unit Owners not later than 48 hours prior to the meeting.

Section 2.13 – Waiver of Notice. Any Director may waive notice to such Director of any Executive Board meeting. The waiver must be in a Record, authenticated 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 arriving, 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 2.14 – Meetings by Telephonic, Video, or Other Conferencing Process.

- (a) The Executive Board may conduct a meeting entirely by telephonic, video, or other conferencing process if:

- (i) 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;
 - (ii) The process provides all Directors the opportunity to hear or perceive what is being said by the other Directors and by any Unit Owners offering comments; and
 - (iii) 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.
- (b) If the Executive Board conducts an in-person meeting at a specified location, one or more individual Directors may participate in the meeting by telephonic, video, or other conferencing process if such Directors can hear what is being said by the Directors and Unit Owners physically present at the meeting and the Directors and Unit Owners physically present at the meeting can hear such Directors. At such a meeting:
- (i) A Director participating in the meeting in accordance with this Subsection 2.14(b) is deemed to be present in person at the meeting; and
 - (ii) The participation of one or more Directors in a meeting of the Executive Board in accordance with this Subsection 2.14(b) shall not entitle Unit Owners to participate in such meeting by telephonic, video, or other conferencing process as long as Unit Owners are permitted to attend the meeting in person in accordance with Section 2.9 of these Bylaws at the location at which it is being held.

Section 2.15 – Quorum and Voting.

- (a) A majority of the number of Directors fixed by Subsection 2.1(a) of these Bylaws shall constitute a quorum of the Executive Board.
- (b) Each Director shall have one equal vote on matters voted on by the Executive Board or by a Special Board Committee on which the Director serves.
- (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 require a greater vote.
- (d) The minutes of each meeting of the Executive Board shall contain a record of how each Director cast their vote on any final action proposed to be taken by the

Executive Board, unless such action was approved by the unanimous consent of the Directors or without objection by any Director.

- (e) If at a meeting of the Executive Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time. At any adjourned meeting at which a quorum is present any business which might have been transacted at the meeting originally called, may be transacted without further notice.

Section 2.16 – Action by Consent without a Meeting. Instead of acting by vote at a meeting, the Executive Board may act in accordance with either Subsection 2.16(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.
 - (i) Subject to the limitations set out in Subsections 2.16(d) and (e) below, 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 2.16(a) or (b) above.
 - (d) The Executive Board may not act without a meeting under this Section 2.16 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 22.1 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 2.16 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 22.2 or 22.3 of the Declaration.

Section 2.17 – Limitation on Challenges. Even if an action by the Executive Board is not in compliance with the requirements of Section 47-250 of CIOA, including provisions of the Community Documents reiterating or implementing such requirements, 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 Section 47-250, including provisions of the Community Documents reiterating or implementing such requirements, may not be brought more than 60 days after the minutes of the Executive Board of the meeting at which the action was taken are approved or the record of that action is distributed to Unit Owners, whichever is later.

Section 2.18 – Compensation. No member of the Executive Board shall receive any compensation from the Association for acting as such. A Director may be reimbursed for necessary expenses actually incurred in connection with such Director's duties, as approved by the Executive Board.

Section 2.19 – Rules of Order.

- (a) Meetings of the Executive Board shall be conducted in accordance with the most recent edition of *Robert's Rules of Order Newly Revised*, as it applies to boards of 12 or fewer members unless:
 - (i) The Declaration, these Bylaws, CIOA, or other applicable law provides otherwise; or
 - (ii) Two-thirds of the Directors vote to suspend those rules.
- (b) If the individual chairing the meeting of the Executive Board is a Director, that individual may participate in discussions and in debate and may vote on all questions.

Section 2.20 – Procedures for Election of Directors.

- (a) Election of the Directors shall be by written ballot. The Unit Owner receiving the largest number of votes shall be the Director for the longest term, the Unit Owner receiving the next largest number of votes shall be the Director for the next longest or equally long term, and so on until all the Director positions are filled.
- (b) The ballots for the election of Directors shall:
 - (i) State the number of Director positions to be filled;
 - (ii) State the names of the nominees; and
 - (iii) Contain a space for write-ins for nominations from the floor.Sample ballots will be prepared and mailed by the Secretary to the Unit Owners.
- (c) At the meeting, the President, Secretary, and/or Manager shall:
 - (i) Take a roll call of the Unit Owners;
 - (ii) Examine all proxies and determine their validity;
 - (iii) Introduce the nominees and take nominations from the floor. Each nominee will be given a short time to make a statement, if desired; and
 - (iv) Distribute the ballot, one internal ballot envelope, and one external ballot envelope for each Unit to the appropriate Unit Owner or proxy holder. The external envelope shall state the Unit number and the names of the Unit owners, and shall provide a space for the name of the proxy holder (if needed), and a space for a signature.

- (d) The Unit Owners or proxy holders may then vote, seal the ballot in the internal envelope, and seal the internal envelope in the external envelope. The Unit Owner or Owners voting shall sign the external envelope. If the vote is being cast by proxy, the proxy holder shall indicate his or her name and sign the external envelope.
- (e) The President, Secretary, and/or Manager shall then:
 - (i) Collect all envelopes and compare the envelopes to the called roll;
 - (ii) Remove all of the external envelopes and separate them from the internal envelopes;
 - (iii) Open the envelopes and remove the ballots. If an internal envelope contains more than one ballot, or a ballot has votes for more candidates that Director positions to be filled, all ballots in the envelope will be declared invalid, and no votes from those ballots may be counted; and
 - (iv) Tally the votes. At most, one vote per candidate will be counted per ballot;
 - (v) Announce the results to the Unit Owners.

ARTICLE III COMMITTEES

Section 3.1 – Special Board Committees.

- (a) The Executive Board may, by resolution, establish one or more Special Board Committees which shall exercise such powers of the Executive Board to the extent specified by the Executive Board in the resolution establishing the Special Board Committee. The members of a Special Board Committee shall consist of those Directors that are appointed by the Executive Board to such Special Board Committee. The membership of a Special Board Committee shall, at all times, be limited to incumbent Directors. Each such Special Board Committee shall maintain minutes of its meetings and shall provide copies thereof to the full Executive Board and keep the Executive Board informed of its meetings and activities including, without limitation, any exercise of the power of the Executive Board by such Special Board Committee.
- (b) A Special Board Committee shall not have the authority or power to do any act that the full Executive Board does not have the authority or power to do and, in all events, may not:
 - (i) Approve or recommend to Unit Owners any action that requires the consent of Unit Owners;

- (ii) Fill vacancies on the Executive Board or, unless authorized in the Executive Board resolution creating the Special Board Committee, on any Special Board Committee;
 - (iii) Adopt, amend, or repeal Bylaws;
 - (iv) Adopt, amend, or repeal budgets and Special Assessments;
 - (v) Approve a plan of merger;
 - (vi) Authorize the borrowing of money by the Association;
 - (vii) Approve a sale, lease, or exchange of all, or substantially all, of the Association's property or a mortgage, pledge, or other encumbrance on any Association asset; or
 - (viii) Dissolve the Association.
- (c) The Executive Board may appoint one or more Directors as alternate members of any Special Board Committee to replace any absent or disqualified Director on the Special Board Committee during the Director's absence or disqualification. If authorized by the resolution creating the Special Board Committee, in the absence or disqualification of a Director on a Special Board Committee, the Directors present at any meeting of a Special Board Committee and not disqualified from voting may, by unanimous vote, appoint another Director to act in place of the absent or disqualified Director.
- (d) Special Board Committees shall be subject to and shall comply with all requirements applicable to meetings of the Executive Board, including, without limitation, requirements relating to notice, locations of meetings, Unit Owner participation in meetings, quorum, and voting requirements.

Section 3.2 – Advisory Committees. The Executive Board, by resolution, may establish one or more Advisory Committees that are not Special Board Committees. Advisory Committees are not authorized or empowered to exercise the power of the Executive Board. The president may also establish one or more Advisory Committees. Members of an Advisory Committee may be Directors, Unit Owners, or individuals who are not Unit Owners, as may be appointed by the Executive Board or the president, whichever is the establishing authority, and shall serve at the pleasure of the establishing authority. Such Advisory Committees shall exist at the pleasure of the Executive Board or the president, whichever is the establishing authority, and shall perform such tasks and functions as the establishing authority, shall, from time to time, specify.

ARTICLE IV UNIT OWNERS

Section 4.1 – Annual Meeting. Annual meetings of Unit Owners shall be held each year during the month of June, as the Executive Board may determine. 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 Special Assessments shall be called in accordance with Sections 17.4 or 17.5 of the Declaration, as applicable. The budget or Special Assessment may be considered at annual or special meetings called for other purposes as well.

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% 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.

Section 4.4 – Place of Meetings. Meetings of the Unit Owners shall be held at the Common Interest Community, in the town in which any portion of the Common Interest Community is located, in a neighboring town, or at such other suitable place that is reasonably convenient to the Unit Owners, which 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, providing all Unit Owners the opportunity to hear or perceive and participate in the discussion and offer comments regarding any matter affecting the Common Interest Community and the Association then the Executive Board may adopt a resolution authorizing such process. The resolution shall:

- (a) Specify the process or processes that may be used;
- (b) Require that the notice of the meeting include information explaining how Unit Owners may participate in the conference directly or by meeting at a location at which a meeting of Unit Owners could be held; and
- (c) Contain such other provisions consistent with Community Documents and CIOA as the Executive Board considers appropriate.

Section 4.6 – Notice of Meetings. The secretary or other officer specified in these Bylaws shall notify the Unit Owners of the time, date, and place of each annual or special meeting of the Unit Owners not less than ten nor more than 60 days before the meeting date. If the first meeting of the Executive Board to be held after an annual meeting is to take place promptly after the adjournment thereof, the notice of such Executive Board meeting may be combined with the notice of the annual meeting. 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 amendment to the Declaration, including the text of any proposed amendment;
- (b) A statement of the general nature of any amendment to these Bylaws, including the text of any proposed amendment;
- (c) A summary of any budget, budget amendment, or Special Assessment to be voted on at the meeting;
- (d) Any proposal to remove a Director; and
- (e) Specific notice of any other proposed action if CIOA, the Declaration, or these Bylaws requires specific notice of such action.

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 to such Unit Owner of any meeting. The waiver must be in a Record, authenticated 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 or promptly on arrival 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, 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 or the Association.

- (b) This opportunity may be in the form of a comment period at a designated time during the meeting. The Executive Board or the Unit Owners present at the meeting 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:

- (a) Roll call (or check-in procedure).
- (b) Proof of notice of meeting.
- (c) Reports, as applicable and as determined by the Executive Board, of the Manager, the president, other officers, Special Board Committees, if any, or Advisory Committees, if any.
- (d) Unit Owner comment period.
- (e) Election of inspectors of election or voting (when required).
- (f) Election of Directors (when required and noticed).
- (g) Consideration of ratification of budget (when required and noticed).
- (h) Consideration of ratification of Special Assessment (when required and noticed).
- (i) Unfinished business (as included in the notice of the meeting).
- (j) New business (as included in the notice of the meeting).
- (k) Adjournment.

Section 4.11 – Moderator of Meetings.

- (a) The president of the Association shall preside at each meeting of Unit Owners, or in the absence of the president another officer of the Executive Board shall preside, unless Subsection 4.11(b) applies.
- (b) The president or other officer may relinquish chairing the meeting if:
 - (i) In light of the nature of the proceedings or the nature of the agenda items, the Executive Board or the president in advance of the meeting designates another individual to preside over all or a portion of the meeting as specified by the Executive Board or the president, as the case may be; or

- (ii) It becomes necessary or appropriate during the course of a meeting for the president of the Association, as its chief executive officer, or for another officer, chairing a meeting in the absence of the president, 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 in order to participate in the debate and may designate an alternate chair, or the Unit Owners may nominate an alternate chair. 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 chair designated by the Executive Board or the president or 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 Unit Owners of a Unit is present at a meeting of the Unit Owners, in person or by proxy, or participating in a vote without a meeting, that Unit Owner is entitled to cast all the Votes allocated to that Unit. If more than one of the Unit Owners of the Unit is present, in person or by proxy, or participating in a vote without a meeting, 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 Unit Owners casts the Votes allocated to that Unit without protest being made promptly to the person presiding over the meeting by any of the other Unit Owners of the Unit.
- (b) If a Unit is owned by a corporation, partnership, limited liability company, trust, or other legal entity, the entity may designate a natural person 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. 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 natural person 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.

Section 4.13 – Voting – Proxies. The following requirements apply to the use of proxies by Unit Owners:

- (a) Votes allocated to a Unit may be cast at a meeting of the Unit Owners pursuant to a proxy duly executed or authorized by a Unit Owner of the Unit.
- (b) If a Unit is owned by more than one Person, each Unit Owner of the Unit may vote or register protest to the casting of votes by any other Unit Owner of the Unit through a duly executed or authorized proxy.
- (c) A proxy is not a ballot and cannot be counted as a ballot. A proxy is a particular Record by which a Unit Owner can designate someone as a proxy holder to attend meetings of the Unit Owners and to act and vote on the Unit Owner's behalf.
- (d) A 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.
- (e) A proxy must contain:
 - (i) The name of the Unit Owner;
 - (ii) The name of the Association or of the Common Interest Community;
 - (iii) The name or designation of the individual or individuals to whom the proxy is given; and
 - (iv) The date on which the proxy was executed or authorized.
- (f) A proxy may also contain other provisions, including, but not limited to:
 - (i) Directions for the substitution of another proxy holder; or
 - (ii) Directions on how a proxy holder shall vote or act on one or more matters.
- (g) A proxy is void if it purports to be revocable without notice.
- (h) A proxy terminates one year after its date, unless it specifies a shorter term.
- (i) A proxy takes effect only when delivered to the Association at or before a meeting at which it is used. A proxy may be delivered to the Association:
 - (i) As an original signed by or on behalf of the Unit Owner;
 - (ii) As a photocopy, a scanned copy, or similar reproduction of an original signed by or on behalf of the Unit Owner; or

- (iii) As an email or other electronic transmission that contains or is accompanied by information from which one can determine that the transmission was authorized by the Unit Owner.
- (j) A Unit Owner may revoke a proxy only by giving actual notice of revocation to the Association so that it reaches the individual chairing the meeting of the Unit Owners.
- (k) An individual may not cast more than 15% of the Votes in the Association pursuant to undirected proxies. A proxy which directs the proxy holder to vote in a certain way on one or more matters, even if it gives no direction to the proxy holder on other matters, shall not, for the purposes of this Subsection 4.13(k), be considered an undirected proxy.
- (l) The Association may, but is not required to, 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 form:
 - (i) Shall include a blank space reserved for the insertion of the name of the proxy holder; and
 - (ii) May include the name of an individual 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 out in Subsection 4.13(k) of these Bylaws.

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 by vote by ballot without a meeting. In that event, the following shall apply:

- (a) The Association shall notify the Unit Owners that the vote will be taken by vote by ballot without a meeting.
- (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 cast under this Section 4.14 is not revoked after delivery to the Association by death or disability or attempted revocation by the Person who delivered the ballot.
 - (f) Approval by vote by ballot without a meeting is valid only if the total number of Votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action.
 - (g) Where one or more Directors are to be elected by means of vote by ballot without a meeting, at least 30 days before the ballots are to be distributed, the Executive Board shall solicit nominations of candidates for the Director positions that are to be filled and specify a date not less than 20 days before the ballots are to be distributed for such nominations to be received by the Executive Board. The Executive Board shall include with the ballot for such election of Directors the names of individuals nominated. The Executive Board may establish rules and procedures for candidates to provide information to be included with the ballot when distributed to the Unit Owners.
 - (h) The resolution of the Executive Board for a vote of Unit Owners by vote by ballot without a meeting may specify such other procedural and logistical details of the voting procedure that are not inconsistent with or contrary to the applicable requirements of CIOA and these Bylaws as the Executive Board deems appropriate.
 - (i) The Executive Board may engage the services of a third-party vendor to conduct the vote by ballot without a meeting.

Section 4.15 – Quorum. Except as otherwise provided in these Bylaws, the Unit Owners present in person or by proxy, at any meeting of Unit Owners or casting ballots in a vote by ballot without a meeting, shall constitute a quorum for action at such meeting or approval by vote without a meeting.

Section 4.16 – Requisite Unit Owner Vote.

- (a) Except as otherwise provided in Subsections (b) or (c) of this Section, 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 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 the Act, 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 (a) or (b) of this Section, such provision shall control.

Section 4.17 – Action by Agreement. Where the Unit Owners are asked to approve an amendment to the Declaration or these Bylaws, or an assignment of the Association’s right to future income, 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 or authenticated by one of the Unit Owners of a Unit constitutes the agreement of all Unit Owners of the Unit, unless one or more of the other Unit Owners of the Unit gives notice to the Association in writing or another Record of disagreement with that action before the agreement on the action under consideration becomes effective. If one or more of the Unit Owners of a Unit delivers notice of a disagreement, the Unit Owners of the Unit shall be deemed to have agreed to the amendment or the other action only if agreements are received from Unit Owners of a majority in interest in the Unit.

Section 4.18 – Rules of Order.

- (a) Meetings of the Unit Owners shall be conducted in accordance with the most recent edition of *Robert’s Rules of Order Newly Revised* unless:
 - (i) The Declaration, these Bylaws, CIOA, 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.)

Section 4.19 – Approval of Minutes.

The minutes of any annual or special meeting of the Unit Owners may be approved by the Executive Board at the first meeting of the Executive Board following such meeting of the Unit Owners.

ARTICLE V 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 elect an assistant treasurer, an assistant secretary, and such other officers as in its judgment may be necessary. The president and vice president must each be a Director at all times while holding their respective offices. The other officers may be, but are not required to be Directors. No one Person may simultaneously hold more than one office. The office of vice president may be vacant. The 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 first meeting of the Executive Board following each annual meeting of the Unit Owners and shall continue in office until a successor is elected or such officer resigns or 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, except as limited by the Community Documents or CIOA. The president may fulfill the role of treasurer in the absence of the treasurer. The president, as attested by the secretary, may cause to be prepared and may execute amendments to the Declaration and these 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 the duties of president 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 and may attest to execution by the president of amendments to the Declaration and these 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's 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 stocks, securities, or other investment instruments owned or controlled by the Association or as fiduciary for others. However, the Treasurer may invest Association funds only as directed by the Executive Board.

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 an officer of the Association or by such other individual or individuals as may be designated by the Executive Board.

Section 5.9 – Compensation. No officer shall receive any compensation from the Association for acting as such. An officer may be reimbursed for necessary expenses actually incurred in connection with such officer's duties, as approved by the Executive Board.

ARTICLE VI FINES

Section 6.1 – Fines. By resolution, following Notice and Hearing, the Executive Board may levy a fine of up to \$100.00 per day for a violation of the Community Documents and for each day that the violation persists after the Executive Board votes to impose the initial fine.

ARTICLE VII INDEMNIFICATION

Section 7.1 – Indemnification. The Association shall indemnify Directors and officers of the Association as and to the extent provided in the certificate of incorporation of the Association.

ARTICLE VIII RECORDS

Section 8.1 – Financial Records and Audits. The Association shall maintain financial records. The financial records shall be audited if required by the Declaration or by resolution of the Executive Board. 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, including, but not limited to, records relating to reserve accounts, if any;
- (b) Minutes of all meetings of the Unit Owners, the Executive Board, and any Special Board Committee, other than executive sessions, and a record of all actions taken by the Unit Owners or the Executive Board without a meeting;
- (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, including but not limited to:
 - (i) The Declaration and all amendments to the Declaration;
 - (ii) The Association's certificate of incorporation and all amendments thereto;
 - (iii) These Bylaws and all amendments to the Bylaws;
 - (iv) All Rules currently in effect;
 - (v) Any schedule of standard fixtures, betterments, or Improvements promulgated by the Association under Subsection 20.2(a)(ii) of the Declaration;
 - (vi) Any maintenance standards promulgated by the Association; and
 - (vii) Any designation of or requirement for High-Risk Components or Conditions adopted by the Executive Board under Section 6.6 of the Declaration.
- (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 CIOA;
- (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; and
- (k) Ballots from votes by ballot without a meeting, ballots cast at meetings, proxies, and other records related to voting by Unit Owners for one year after the election, action, or vote to which they relate.

Section 8.3 – Examination and Copying of Records.

- (a) Subject to Subsections 8.3(b) and (c) of these Bylaws, all records retained by the Association, including, but not limited to, the records maintained pursuant to Section 8.2 of these Bylaws, shall be available for examination and copying by a Unit Owner or the Unit Owner's authorized agent, in accordance with Section 47-260 of CIOA.
- (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 individuals to whom such records relate; or
 - (ii) Information the disclosure of which would violate any law other than CIOA.
- (c) Except as provided in Subsection 8.3(d) of these Bylaws, records retained by the Association shall 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, these 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
 - (vi) Individual Unit files other than those of the requesting owner.
- (d) Records withheld from inspection under Subsection 8.3(c) of these Bylaws 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 8.3 and for supervising the Unit Owner's inspection.
 - (f) A right to copy records under this Section 8.3 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.
 - (g) The Association is not obligated to compile or synthesize information.
 - (h) Information provided pursuant to this Section 8.3 may not be used for commercial purposes.

Section 8.4 – Resale Certificates and Statements of Unpaid Assessments.

- (a) The treasurer, assistant treasurer, or a Manager employed by the Association, or, in their absence, any officer having access to the books and records of the Association, may prepare, certify, and execute resale certificates in accordance with Section 47-270 of CIOA and statements of unpaid assessments in accordance with Subsection 47-258(h) of CIOA.
- (b) The Association may charge a reasonable fee for preparing resale certificates and statements of unpaid assessments. The amount of this fee and the time of payment shall be established by resolution of the Executive Board subject to any limitations contained in CIOA. The Association may refuse to furnish resale certificates and statements of unpaid assessments until the fee is paid. Any unpaid fees may be assessed as a Common Expense against the Unit for which the certificate or statement is furnished.
- (c) The Executive Board shall adopt a form resale certificate to satisfy the requirements of Section 47-270 of CIOA.

Section 8.5 – Minutes of Executive Board Meetings. The approved minutes of each meeting of the Executive Board, except for minutes, if any, of portions of meetings held in executive session, will be made available for inspection within 30 days from the date they are approved by the Executive Board.

ARTICLE IX NOTICES

Section 9.1 – Notices to Association or Executive Board. All notices to the Association or the Executive Board shall be delivered as follows:

- (a) To the address designated by the Association, from time to time, by notice in a Record to the Unit Owners and to the Eligible Mortgagees and Eligible Insurers, if any;
- (b) If the Association does not designate an address, to the office of the Manager; or
- (c) If there is no Manager, then to the registered agent of the Association appointed in accordance with Section 33-1050 of the Nonstock Corporation Act at the address of such registered agent as on file with the Connecticut Secretary of the State.

Section 9.2 – Notices from Association to Unit Owners.

Unless CIOA, the Declaration, or these Bylaws requires 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:

- (a) Hand delivery to each Unit Owner;
- (b) Hand delivery, United States mail postage paid, or commercially reasonable delivery service to the mailing address of each Unit;
- (c) Electronic means, if the Unit Owner has given the Association an electronic address; or
- (d) Any other method reasonably calculated to provide notice 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 – Calculation of Time Periods. In computing the period of time of any notice required or permitted to be given under the Community 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 X AMENDMENTS TO BYLAWS

Section 10.1 – Amendments. These Bylaws may be amended as follows:

- (a) By the vote of two-thirds of the Directors then in office at any meeting of the Executive Board at which a quorum is present, duly called for such purpose; and then
- (b) By a majority of the votes cast by Unit Owners, either at a meeting called for such purpose or in a vote by ballot without a meeting.

Section 10.2 – Notice to Unit Owners of Amendments to the Bylaws. Following the adoption of an amendment to these Bylaws by the Association, the Association shall give all Unit Owners notice of its action and include with it a copy of such amendment.

Section 10.3 – Limitation of Challenges. No action to challenge the validity of an amendment to these Bylaws adopted by the Executive Board or the Unit Owners consistent with the provisions of this Article X may be brought more than one year after the later of the date that the amendment is effective or the date that notice of the amendment has been provided to the Unit Owners.

Section 10.4 – Recording of Bylaws and Amendments.

- (a) Amendments to these Bylaws that have been duly adopted shall be prepared and certified on behalf of the Association by any officer of the Association designated for that purpose or, in the absence of designation, by the president of the Association.

- (b) The Bylaws and every amendment to the Bylaws shall be recorded on the land records of every town in which any portion of the Common Interest Community is located and are effective only on recording. The Association shall request that the town clerk index these Bylaws and all amendments to the Bylaws in the name of the Common Interest Community and in the name of the Association as both grantors and grantees. These Bylaws are not a part of the Declaration and are not to be considered to be title documents. Such recorded Bylaws shall not be considered a muniment of title, additional encumbrances, or covenants affecting land.

ARTICLE XI MISCELLANEOUS

Section 11.1 – Fiscal Year. The Executive Board shall establish the fiscal year of the Association.

Section 11.2 – 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 11.3 – 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.

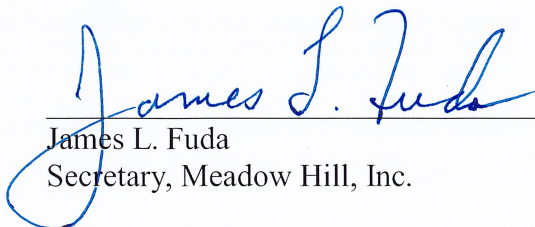
Section 11.4 – Invalidity. The invalidity of any part of these Bylaws shall not impair or affect in any manner the enforceability or effect of the balances of these Bylaws.

Section 11.5 – 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 11.6 – 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 Community Documents so requires.

Dated MARCH 14, 2022.

Certified to be the Bylaws of Meadow Hill, Inc.



James L. Fuda
Secretary, Meadow Hill, Inc.