

**AMENDED AND RESTATED**  
**BYLAWS**  
**OF**  
**WALDEN WOODS**  
**A Planned Community**

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**OF**  
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**ARTICLE 1**  
**Introduction**

Section 1.1 – Identification. These are the Amended Bylaws of Walden Woods Conservancy, Inc. (“Conservancy”), a nonstock corporation established and existing under the Connecticut Revised Nonstock Corporation Act, Chapter 602 of the Connecticut General Statutes, as amended, (the “Nonstock Corporation Act”), which is the Conservancy of Unit Owners of Walden Woods (the “Common Interest Community”) established pursuant to the Connecticut Common Interest Ownership Act, Chapter 828 of the Connecticut General Statutes, as amended, (the “Act”).

Section 1.2 – Effect of Declaration. 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. The definitions of words used in these Bylaws that are not defined in these Bylaws and that are defined in the Declaration shall apply to such words in these Bylaws. In case of conflict, the definition in the Declaration shall control.

Section 1.3 – Subject to the Documents. All present and future owners, mortgagees, lessees and occupants of the Units and their employees, and any other persons who use the facilities or the Property in any manner, are subject to these Bylaws, the Declaration and the Rules, except as otherwise provided in the Bylaws and Declaration.

The acceptance of a deed of conveyance or the entering into a lease or the act of occupancy of a Unit shall constitute an agreement that these Bylaws and the Rules and Regulations and the provisions of the Declaration, as they may be amended from time to time, are accepted, ratified, and will be complied with.

**ARTICLE 2**  
**Conservancy Board and Council Boards**

Section 2.1 – Number and Qualifications. (a)The affairs of the Common Interest Community and the Conservancy shall be governed by a Conservancy Board consisting of not less than five (5) and not more than twelve (12) persons, all of whom shall be Unit Owners. The number of people per Unit that may serve on the Board at any given time is not limited to one. For the purpose of determining qualification to be a Director, a “Unit Owner” is, 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.

Walden Woods is divided into five separate Councils. The Directors will be elected by

the Unit Owners of each Council as provided in the Declaration and these Bylaws. The five Councils are:

- a. Townhome Council;
  - b. Duplex Council;
  - c. Ridge Council;
  - d. Village Council; and
  - e. Woodmoor Council
- (c) Each Council shall have the following number of Directors. Woodmoor 2; Village 3; Ridge 1; Townhomes 3; Duplex 3. Each Council may elect one (1) alternate for its Council to serve as a Director in the event a Director is absent. The alternate may fill a vacancy in its Council Board or the Conservancy Board.
- (d) The Directors elected to each Council will constitute that Council's Board. The Directors elected by all five Councils will together constitute the Conservancy Board. Council Elections are generally held in September of each year.
- (e) The Directors of the Councils shall be elected by their respective Unit Owners for terms of one (1) year.
- (f) At any meeting at which Board Members are to be elected, the Unit Owners may, by resolution, adopt specific procedures for conducting the elections, not inconsistent with the Act, the Declaration, these Bylaws, or the Nonstock Corporation Act. Elections at the Council level should be held in September.
- (g) Directors shall take office at the completion of the Annual Meeting of Unit Owners normally held in December. 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.
- (h) The Conservancy Board shall elect the officers of the Conservancy and the Council Boards will elect the officers of their respective Councils. Directors and officers shall take office at the completion of the Annual Meeting of Unit Owners normally held in December.
- (i) For purposes of electing Board Members, the Conservancy and the Councils shall call and give not less than ten (10) nor more than sixty (60) calendar days' notice of a meeting of the Unit Owners for this purpose. Such meeting may be called and the notice given by any Unit Owner if the Conservancy fails to do so.
- (j) As provided in §47-245(j) of the Act, no person shall provide or offer to any Conservancy Board member or a person seeking election as an Conservancy Board member, and no Conservancy Board member or person seeking election as an Conservancy Board member shall accept, any item of value based on any understanding that the vote, official action, or judgment of such member or person seeking election would be or has been influenced thereby.

Section 2.2 – Powers and Duties. The Conservancy Board may act in all instances on behalf of the Conservancy, except as provided in the Declaration, the Bylaws, or the Act. The Conservancy Board acts only pursuant to the procedures set out in the Declaration, the Bylaws, the Conservancy's certificate of incorporation or the Act. The activities of the Conservancy are administered by its officers and designated agents in performing their authorized functions. The Conservancy 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 Conservancy 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 Conservancy;
- (c) Shall act to create or revise a Reserve Study for the purpose budgeting repairs, restoration, replacement of certain common elements or limited common elements of the Conservancy and of all Councils, as needed from time to time.
- (d) Shall conduct an annual review of the Reserve Study for determining reserve contribution for the next fiscal year and for the budgeting of expenditures for the next fiscal year for the Conservancy and all Councils.
- (e) May collect assessments for Common Expenses from unit owners;
- (f) May hire and discharge managing agents and other employees, agents and independent contractors;
- (g) 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, or Rules of the Conservancy;
- (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 Conservancy 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 Conservancy;
- (r) May exercise any other powers necessary and proper for the governance and operation of the Conservancy;
- (s) May require, by regulation, that disputes between the Conservancy 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 Conservancy;
  - (iii) Prevent a Unit Owner from seeking election as a Director or officer of the Conservancy; or
  - (iv) Withhold services provided to a Unit or a Unit Owner by the Conservancy if the effect of withholding the service would be to endanger the health, safety or property of any person.
  - (v) Enforcement under this Subsection (t) shall not take effect until the Conservancy Board notifies the Unit Owner of its decision to suspend the use of the Common Elements.
- (u) By resolution, establish committees pursuant to the provisions of Article 3 below.
- (v) The Board of Directors shall establish a written collection policy for all sums owed the Conservancy in accordance with the provisions of Section 47-258 of the Act, as amended. A copy of the collection policy shall be available to all Unit Owners upon request.
- (w) May adopt and enforce Maintenance Standards for Units.
- (x) The Conservancy Board promptly shall provide notice to the Unit Owners of any legal proceeding in which the Conservancy is a party other than proceedings involving enforcement of Rules, recovery of unpaid assessments or other sums due the Conservancy, or defense of the Conservancy's lien on a unit in a foreclosure action commenced by a third party.
- (y) If a tenant of a Unit Owner violates the Declaration, Bylaws or Rules and Regulations of the Conservancy, in addition to exercising any of its powers against the Unit Owner, the Conservancy may:
  - (i) Exercise directly against the tenant the powers described in subdivision (l) of this section 2.2;



- (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 subdivision (iii) of subsection (y) of this section may only be exercised if the tenant or Unit Owner fails to cure the violation within ten calendar days after the Conservancy notifies the tenant and Unit Owner of that violation.
- (z) Unless a lease otherwise provides, this section does not:
- (i) Affect rights that the Unit Owner has to enforce the lease or that the Conservancy has under other law; or
  - (ii) Permit the Conservancy to enforce a lease to which it is not a party except to the extent that there is a violation of the Declaration, Bylaws or Rules and Regulations.
- (aa) The Conservancy Board may determine whether to take enforcement action by exercising the Conservancy'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 Conservancy Board does not have a duty to take enforcement action if it determines that, under the facts and circumstances presented:
- (i) The Conservancy'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 Conservancy's resources; or
  - (iv) It is not in the Conservancy's best interests to pursue an enforcement action.

- (bb) The Conservancy Board's decision under subsection (aa) of this section not to pursue enforcement under one set of circumstances does not prevent the Conservancy Board from taking enforcement action under another set of circumstances, except that the Conservancy Board may not be arbitrary or capricious in taking enforcement action.
- (cc) Fulfill any and all functions of a Council Board if it deems it appropriate.

Section 2.3 – Conservancy Board Limitations.

The Conservancy 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 Conservancy Board may fill vacancies in its membership until the next meeting at which Directors are elected, or
- (d) To determine the qualifications, powers and duties, or terms of office of Directors.

Section 2.4 – Powers and Duties of Council Boards. (a) Each Council Board shall act as a committee of the Conservancy Board and shall also have such particular powers and duties, including the power to act on behalf of the Conservancy Board in designated circumstances, and be subject to such particular limitations as are set forth in this Section 2.4 and elsewhere in these Bylaws and the Declaration.

- (b) A Council Board may adopt proposed Rules for its Council Area. The proposed Rules shall be submitted to the Standards Committee, which, must then refer the proposed Rules to the Conservancy Board for review and Approval.
- (c) All Council Boards, with the exception of the Woodmoor Lot Council Board, shall prepare an annual budget for the Council Common Expenses for its Council and shall submit the budget to the Conservancy Board at least 60 Calendar days prior to the start of each fiscal year or by such other deadline as the Conservancy Board may set from time to time. The Conservancy Board shall review the budgets submitted by the Council Boards and shall include them, with such modifications as the Conservancy Board considers appropriate, in the overall budget for the Association. If a Council Board fails to submit a budget to the Conservancy Board as required by this Subsection, the Conservancy Board may prepare a budget for the Council Common Expenses for such Council without further input from the Council Board.

- (d) Subject to the limitations of any budget adopted by the Association, and to the provisions of Subsection 2.4(e), each Council Board may exercise the powers of the Executive Board set out in Subsections 2.2(g) and (h) of this Declaration as they relate exclusively to their Council Areas, subject to oversight and rejection by the Conservancy Board
- (e) Regulate the use, maintenance, repair, replacement and modification of the Units and the applicable Limited Common Elements within the Council Areas.
- (f) Adopt budgets for revenues, expenditures and reserves for the maintenance, repair, replacement and Improvements of the Units and the applicable Limited Common Elements within the Council Areas. All budgets are submitted to the Conservancy Board for approval. Upon approval, the Conservancy Board shall submit the Council budgets to the Unit Owners for ratification.
- (g) Propose to the Conservancy Board the granting of easements, licenses, leases and concessions through the Limited Common Elements within the Council Areas, and imposition of fees for their use.
- (h) Each Council Board may create advisory Committees which shall report to their respective Council Board.
- (i) Any action taken by a Council Board may be modified or rejected by the Conservancy Board by a vote of not less than three-quarters of all Directors that are not a part of the acting Council Board.

Section 2.5 – Manager. The Conservancy Board may employ a manager for the Conservancy at a compensation established by the Conservancy Board, to perform such duties and services as the Conservancy Board shall authorize. The Conservancy Board may delegate to the manager only the following powers granted to the Conservancy Board by these Bylaws:

- (a) May collect assessments from Unit Owners including, but not limited to, common expense assessments, special assessments, fines, interest, other fees, and/or late fees.
- (b) Licenses, concessions and contracts may be executed by the manager pursuant to specific resolutions of the Conservancy Board, and/or to fulfill the requirements of the budget.
- (c) May impose reasonable charges for the preparation of resale certificate pursuant to the Act.

- (d) May impose reasonable charges for copying and inspecting of Conservancy documents by Unit Owners pursuant to the Act.
- (e) May perform other duties to assist the Board of Directors with the general powers and duties of the Board of Directors set forth in the Act but may not take any independent action with respect to such matters.

Section 2.6 – Standard of Care. The Conservancy Board shall exercise the degree of care and loyalty to the Conservancy 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, the provisions of §§33-1127 et seq. of the Nonstock Corporation Act, relating to director's conflicting interest transactions, are applicable to all Directors.

Section 2.7 – 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. The position of Director is one of personal trust that requires personal action by the individual holding that position. In the event a Director is absent from a meeting or vote, an alternate may act in the place of the absent Director.

Section 2.8 – Removal of Directors.

- (a) The Unit Owners eligible to elect a respect Council Board may vote to remove some or all of their respect Council Board Members as set forth herein. Said Unit Owners present in person or by proxy at a meeting at which a quorum is present, or voting by ballot as provided in these Bylaws and the Act, may remove any member of their respective Council 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 Council 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 Council Board, the member being considered for removal must have a reasonable opportunity to speak before the vote is taken. If the vote is taken by ballot, the member 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 2.9 – Vacancies. Vacancies in the Conservancy Board may be filled as follows:

- (a) If the vacancy occurs when all Directors are elected by Unit Owners, then:

- (i) If the vacancy was not created by the removal of the Council Director by the Unit Owners, the vacancy may be filled by a vote of a majority of the remaining Council Directors at a special meeting of the Council 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 Council Board 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 Council Director to serve the remainder of the term, if any.
  - (ii) If the vacancy was created by the removal of a Director by the Council's Unit Owners, then the vacancy shall be filled by vote of the Council's Unit Owners. Such vote may be taken at the meeting at which the Director is removed, or by the same ballot by which the Director was removed, or a subsequent ballot vote, or at a special or annual meeting of the respective Council's Unit Owners following the creation of the vacancy.
- (b) Each person so elected or appointed by the Council Board pursuant to Section 2.9 (a) 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 respective Council's Unit Owners shall elect a Director to serve the remainder of the term, if any. Each person so elected by Unit Owners shall serve the unexpired portion of the term of the Director being replaced.

#### Section 2.10 – Conservancy Board Meetings.

- (a) First Meeting after Unit Owners Annual Meeting. The first regular meeting of the Conservancy Board following each annual meeting of the Unit Owners shall be the organizational meeting held within ten (10) calendar days thereafter at such time and place as shall be fixed by the Unit Owners at the meeting at which such Conservancy Board or members of it shall have been elected or, if no time and place is so fixed by the Unit Owners, then as determined by the president of the Conservancy.
- (b) Each Council Board will hold its organization meeting within thirty (30) calendar days after the annual meeting of the council's Unit Owners at such time and place as will be fixed by the newly elected Directors representing the Council. Purpose is to elect the officers of the Council and set an agenda.
- (c) Regular Meetings. The Conservancy Board or Council Boards may set a schedule of regular meetings by resolution. The schedule of Board meetings shall be given to Unit Owners. Notwithstanding any actions taken by a Board by 2/3 consent of the entire Board, there shall be at least two regular meetings of the Conservancy Board and each Council Board each year, except Woodmoor

which needs only its annual meeting to elect Directors and comment on Budgets.

- (d) Special Meetings. Special meetings of the Conservancy Board or Council Board may be called by the President of the respective Board or by a majority of the Directors of the respective Board.

Section 2.11 – Open Meetings.

- (a) Except during executive sessions, all meetings of the Conservancy and Council Boards or any committee established by such Board(s) that is designated to act for the Board shall be open to all Unit Owners and to a representative designated by a Unit Owner
- (b) At each Board meeting, the Board shall provide a reasonable opportunity for Unit Owners to comment regarding any matter affecting the Common Interest Community or the Conservancy.
- (c) This opportunity may be in the form of a comment period at a designated time during the meeting. The respective 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 members of the Board to participate in the conduct of Board meetings outside of any comment period or other opportunities for comment and input established by the respective Board.
- (e) A gathering of Board members at which the Board members do not conduct business is not a meeting of the Board. The Board and its members may not use incidental or social gatherings of Board members or any other method to evade the open meeting requirements of this Section.

Section 2.12– Executive Sessions. Each Board and those committees established by said Board that are designated to act for the Board in the exercise of any of the powers of the Board under the Declaration may hold an executive session only during a regular or special meeting of the 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 Conservancy's or Council'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 Conservancy or Council at a disadvantage; or
- (e) prevent public knowledge of the matter to be discussed if the Conservancy or Council Board or committee determines that public knowledge would violate the privacy of any person.

Section 2.13 – Location of Meetings. All meetings of the Conservancy Board and Council Boards shall be held at the Common Interest Community, in Windsor, CT, in a neighboring town, or at some other suitable place that is reasonably convenient to the Common Interest Community.

Section 2.14 – 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 Conservancy Board meeting to each Conservancy Board Member and all Unit Owners, and in the case of a Council Board meeting, notice shall be given to each Council Board Member and all the Council's Unit Owners. The notice shall be given at least five (5) calendar 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 is governed by the Declaration and the Bylaws and notice of a Board meeting to adopt, amend or repeal any Bylaw is governed by 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 forty-eight hours prior to the meeting.
- (b) Special meetings of a Board to deal with an emergency situation that requires consideration or action by the Board sooner than could be accommodated if the notice requirements of subsection (a) had to be observed, may be called by the president of said Board or a majority of the directors of such Board, on such notice as the authority calling the meeting deems appropriate in the circumstances. Notice of matters considered and actions taken, if any, at the meeting shall be provided to the respective Unit Owners.
- (c) If any materials are distributed to a Board before the meeting, the Board at the same time shall make copies of those materials reasonably available to the respective Unit Owners, except that the Board need not make available copies of unapproved minutes or materials that are to be considered in executive session.

Section 2.15 – 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 his/her 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 Board may waive the notice of a Board meeting that is required to be provided to Unit Owners.

Section 2.16 – Meetings by Telephonic, Video or Other Conferencing Process. The Conservancy Board and Council Boards 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 respective Unit Owners may participate in the conference directly or by meeting at a central location or conference connection; and
- (b) The process provides all attending Unit Owners the opportunity to hear or perceive the discussion and offer comments regarding any matter affecting the Common Interest Community and the Conservancy to the same extent as at in-person Board meetings.

Section 2.17 – Quorum and Voting.

- (a) A quorum of a Board for the taking of any action by the Board at any meeting is present only if a majority of the members of the Board are 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 Board.
- (c) If a quorum is present at any meeting of the Board when a vote is taken, the affirmative vote of a majority of the members of the Board present at the time of the vote is the act of the Board, unless the Declaration or other provisions of these Bylaws requires a greater vote.
- (d) Unless the 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.

Section 2.18– Action Without a Meeting. Instead of meeting, the Conservancy Board and/or Council Board may act by 2/3 consent of the entire respective Board as documented in a record authenticated by all its members. The Board's secretary promptly shall give notice to all respective Unit Owners of any action taken pursuant to this Section 2.18.

Section 2.19– Limitation on Challenges. Even if an action by a Board is not in compliance with the requirements of §47-250 of the Act, it is valid unless set aside by a



court. A challenge to the validity of an action of a Board for failure to comply with said §47-250 may not be brought more than sixty (60) calendar days after the minutes of the Board meeting at which the action was taken are approved or the record of that action is distributed to the respective Unit Owners, whichever is later.

Section 2.20 – Compensation. Directors may not receive fees from the Conservancy for acting as a Director or officers of the Conservancy. A Director may be reimbursed for necessary expenses actually incurred in connection with such Director's duties, as approved by the Conservancy Board.

Section 2.21 – Recording Board Votes. The Minutes of all Conservancy 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 Conservancy Board, unless such action was approved either by unanimous consent of the Board Members or without objection by any Board Member.

Section 2.22 – Acts of the Conservancy. Unless the approval or action of Unit Owners and/or of a certain specific percentage of the Conservancy Board is required by the Declaration, certificate of incorporation of the Conservancy, these Bylaws, or applicable law, all approvals or actions required or permitted to be given or taken by the Conservancy shall be given or taken by the Conservancy Board or applicable Council Board, without the consent of the Unit Owners. Whenever the Conservancy Board or Council Board grants an approval or takes an action, the proper officers of the Conservancy or Council shall be automatically authorized and empowered to affect the intent of such approval or action, without the need for a specific resolution granting such power and authority. In any case, actions or approvals of the Conservancy may be taken or given subject to any conditions the Conservancy may deem appropriate and actions or approvals of a Council may be taken or given subject to any conditions the Conservancy or the Council may deem appropriate. The president or vice president may prepare or cause to be prepared, and may execute amendments to the Declaration, and the secretary shall certify the signatures and authority thereof, and cause the amendments to be duly recorded. Notwithstanding anything to the contrary contained herein, the Councils should consult the Conservancy Board prior to any decision making. The Conservancy Board shall be the final authority on all matters related to the Community, the Councils, and the Conservancy.

Section 2.23 – Rules of Order; Votes in the Event of a Tie. Robert's Rules of Order, latest official version for small bodies as interpreted by the chairperson, will govern rules of order for the Conservancy Board and the Council Boards. The chairperson will vote on all matters. By default, the President shall be the chairperson of the Conservancy Board.

In the event of a tie, the motion will be deemed not to pass.

Section 2.24 – Meeting Agenda and Minutes. All meetings of the Conservancy Board and Council Boards shall include an Agenda and meeting minutes shall be maintained.

### **ARTICLE 3** **Committees**

The Conservancy Board or any Council, by resolution, may establish one or more committees (herein, an "Advisory Committee"). Advisory Committees are not authorized or empowered to exercise the power of the establishing Board. The president of the Conservancy or the Chair of a Council may also establish one or more Advisory Committees. Membership of Advisory Committees may include, but is not limited to, Directors, and other individuals appointed to such Advisory Committee by the President of the Conservancy Board or the respective Chair of a Council whichever is the establishing authority. Such Advisory Committees shall exist at the pleasure of the establishing authority and shall perform such tasks and functions as the Conservancy Board or Council, whichever is the establishing authority, shall, from time to time, specify. The Conservancy President or Council Chair, as applicable, shall keep the establishing authority informed of Advisory Committees as appointed. Each Advisory Committee shall maintain records of its meetings and shall provide copies thereof to the establishing authority. Such Advisory Committees may not act for the establishing Conservancy or a Council, in the exercise any of the powers.

The following standing committees are established and may be staffed by appointment by the President of the Conservancy. Additional committees may be created in accordance with this Article 3. Notwithstanding anything to the contrary, the Conservancy shall maintain a Standards Committee and it shall be staffed by appointment by the President of the Conservancy.

- (a) Standards Committee (this committee has the powers and duties set forth in these Bylaws);
- (b) Recreation and Social Committee;
- (c) Communication Committee;
- (d) Documents Committee;
- (e) Welcome Committee;
- (f) Long Range Planning Committee; and
- (g) Meeting House Committee.

## ARTICLE 4 Unit Owners

Section 4.1 – Annual Meeting. Annual meetings of each Council shall be held in September of each year at such time as each Council Board may designate. The purpose of this meeting will be in part to allow for transition from current to new directors and allow those elected at the Council level to participate in the budgeting process prior to their actual term commencing. The annual meeting of the Conservancy will be held in December at such time as the Conservancy Board may designate. At the annual meetings of the Councils, the Directors shall be elected by a plurality of the votes cast by the Unit Owners of the respective Councils. Only matters described in the meeting notice of the annual meeting may be considered at the annual meeting. Councils may call separate meetings to immediately follow the Unit Owners annual meetings.

Section 4.2 – Budget Meeting. Council Boards shall submit their proposed budget drafts in August to the Conservancy Board and in final form for approval by November 1 each year for the following calendar year. The Conservancy Board shall adopt a proposed budget for the Conservancy including its Councils in November each year for the following calendar year. Meetings to consider the proposed budget will be called in accordance with the Declaration. The budget may be considered at Annual or Special Meetings called for other purposes as well. Conservancy and Council budgets shall consist of an annual Operating Budget, and a Capital Spending Budget (i.e. Reserve Budget).

Section 4.3 – Special Meetings. Special meetings of the Conservancy or Councils may be called by the respective president, a majority of the respective Board, or if Unit Owners having at least twenty percent of the Votes in the Conservancy or Council as the case may be, request the respective secretary to call a meeting. If the Conservancy or Council, as the case may be, does not notify Unit Owners of a special meeting within fifteen (15) calendar days after the requisite number or percentage of Unit Owners request the Secretary to do so, the requesting Unit Owners may directly notify the respective 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 suitable place at the location designated by the party calling the meeting which location shall be at the Common Interest Community, in Windsor, CT, 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 a Board determines that a meeting of respective Unit Owners can be held effectively by telephonic, video or other conferencing process, then the Board may allow for Conservancy or Council meetings to be held by telephonic, video or other conferencing process as specified and in accordance with an authorizing resolution adopted by the

respective 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 respective Unit Owners the opportunity to hear or perceive the discussion and offer comments regarding any matter affecting the Common Interest Community, the Council(s) and/or the Conservancy, as the case may be.

Section 4.6 – Notice of Meetings. The secretary or other officer specified in the Bylaws shall notify the respective Unit Owners of the time, date, place of each annual or special meeting of the Conservancy or Council, as the case may be, not less than ten (10) nor more than sixty (60) calendar days before the meeting date. The notice of the meeting 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; and
- (d) any proposal to remove any Director.

In addition, the notice shall contain specific notice of a proposed action if the Act, the Declaration, or the Bylaws requires specific notice of such proposed action. Only matters described in the notice of the meeting may be considered at that meeting.

Examples of Special Notice Provisions pursuant to the Act include:

- (a) Subsection 47-250(b)(5) – Notice to unit owners of date, time, place and agenda of non-scheduled or non-emergency Board meetings
- (b) Subsection 47-250(b)(7)(A) – Information about Unit Owner participation where Board meets by telephonic, video or other conferencing process Subsections 47-261b(a)(1) and Text of rule that is proposed to be repealed, amended or adopted and date of expected Board action on the adoption, amendment or repeal of a rule.
- (c) Subsections 47-261d(a)(3) – Notice of intent of proposal to remove member of a Board or officer.

(d) 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.

(e) Subsection 47-261e(b) – Summary of proposed special assessment to be presented to unit owners for approval

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, even if those present do not constitute a quorum, either in person or by proxy, may adjourn the meeting to another time.

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 Conservancy or Council, as the case may be.

(b) This opportunity may be in the form of a comment period at a designated time during the meeting. The respective 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. Minutes need not be read if distributed in advance;
4. Reports, as applicable, and as determined by the Board of the property manager, the president, other officers, Special Board Committees, if any, Advisory Committees, if any;
5. Establish number of memberships of the Conservancy Board (if applicable);
6. Election of inspectors of election (when required);
7. Election of Directors (when required);
8. Election of Directors to the Conservancy Board (when required) by separate vote of each Council;
9. Ratification of Budget (if required);
10. Ratification of Special Assessment (when applicable);
11. Unfinished business;
12. New business; and
13. Unit Owner Comment.

Section 4.11 – Moderator of Meetings.

- (a) The president or respective chairperson shall preside at their respective meeting of the Conservancy or Council unless, in light of the nature of the proceeding or the nature of the agenda items, the Board or the president determines to designate another person to act as chairperson and preside at the meeting for all or a portion of the meeting as specified by the 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 respective president, as its chief executive officer, or for another officer chairing a meeting to participate in the debate on a topic at a meeting, something that the individual chairing a meeting may not do. In such case, the person chairing the meeting may relinquish the chair in order to participate in the debate and the Unit Owners may select a moderator to chair the meeting. If the person chairing a meeting relinquishes the chair to participate in the debate on an issue, such person 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. If only one of several owners of a Unit is present at a meeting of the Conservancy or of a Council, that owner is entitled to cast all the Votes allocated to that Unit. If more than one of the owners are present, the Votes allocated to that Unit may be cast only in accordance with the agreement of a majority in interest of the owners. There is majority agreement if any one of the owners casts the Votes allocated to the Unit without protest being made promptly to the person presiding over the meeting by any of the other owners of the Unit.

- (a) The Vote of a corporation or business trust may be cast by any officer of such corporation or business trust in the absence of express notice of the designation of a specific Person by the owning corporation or business trust. The Vote of a partnership may be cast by any general partner of the owning partnership in the absence of express notice of the designation of a specific Person by the owning partnership. The vote of a limited liability company may be cast by a member or manager as provided in its organizational agreement in the absence of an express notice of the designation of a specific Person by the owning limited liability company. The person presiding over the meeting may require reasonable evidence that a Person Voting on behalf of a corporation, partnership or business trust owner is qualified so to Vote.
- (b) Votes allocated to a Unit owned by the Conservancy or Council 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 Conservancy or Council, as the case may be.
- (c) In the case of amendments to the Declaration, or agreements to the assignment of the Conservancy's or Council's rights to future income, the respective Unit Owners may also indicate their assent by written agreement.
- (d) Unit Owners may vote electronically.

Section 4.13 – Voting – Proxies. 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 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 Conservancy or Council, such as the president or the secretary. A proxy may not be given to a Board as a body but a proxy may be given to an individual who is a member of a Board.
- (b) The respective Board may provide a proxy form to any Unit Owner who seeks to vote pursuant to a directed or undirected proxy. If a Board provides a proxy form, the proxy form, (A) shall include a blank space reserved for the insertion

of the name of the proxy holder, and (B) may include the name of a person designated by the Board 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 votes by the other owner(s) of the Unit through a duly executed proxy.
- (d) A Unit Owner may revoke a proxy only by actual notice of revocation to the person presiding over the meeting at which the vote is taken.
- (e) A proxy is void if it is not dated or purports to be revocable without notice.
- (f) A proxy terminates one (1) year after its date, unless it specifies a shorter term.
- (g) A person may not cast more than fifteen percent (15%) of the Votes in the Conservancy or Council, as the case may be, 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, be considered an undirected proxy.

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 Conservancy Board and Council Boards, may, by resolution, determine to hold a vote of the Unit Owners without a meeting. In that event, the following requirements apply:

- (a) The Board shall notify the Unit Owners that the vote will be taken by ballot;
- (b) The Board 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 Board 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 Conservancy Board or Council Board to be counted, which time and date may not be fewer than three (3) calendar days after the date the ballot is delivered; 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 Board 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 a 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 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 Board deems appropriate. The 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 Unit Owners present at any meeting of the Unit Owners – in person or by proxy – of all votes in the Conservancy or Council, as the case may be, shall constitute a quorum at such meeting.

Section 4.16– Requisite Vote. A majority of the Votes cast at a meeting at which a quorum is present, or in the case of a vote by ballot without meeting, a majority of the Votes cast, is the decision of the Unit Owners for all purposes, except where a higher percentage vote is required in the Act or other law, the Declaration, or these Bylaws. Directors shall be elected by a plurality of the votes cast by the Unit Owners.

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 Conservancy/Council 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 Conservancy/Council 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. Meetings of the Conservancy and Councils shall be conducted in accordance with the most recent edition of *Robert's Rules of Order Newly Revised* unless:

- (a) The Declaration, the Bylaws, the Act, or other applicable law provides otherwise;  
or
- (b) Two-thirds ( $\frac{2}{3}$ ) of the Votes allocated to Unit Owners present at the meeting, in person or by proxy, vote to suspend those rules.

## **ARTICLE 5** **Officers**

Section 5.1 – Designation. The principal officers of the Conservancy will be the president, the vice president, the secretary and the treasurer, who shall be elected by the Conservancy Board. The principal officers of each Council shall be the chairperson and the clerk, who shall be elected by each Council Board. The Conservancy 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 and Council chairperson, but no other officers, need be members of the Conservancy Board. Any two offices may be held by the same person, except the offices of president and vice president, and the offices of president and secretary. The office of vice president may be vacant.

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

Section 5.3 – Removal of Officers. Upon the affirmative vote of a majority of the Directors, any Conservancy officer may be removed, either with or without cause, and a successor may be elected at any regular meeting of the Conservancy Board, or at any special meeting of the Conservancy Board called for that purpose. Any officer of a Council may be removed, either for cause or without cause by: (1) the affirmative vote of a majority of the Directors representing that Council, or (2) the affirmative vote of a majority of the Units in the Council. Upon removal of a Council officer a successor shall be elected at any meeting of the Council Board coincident with or following the removal.

Section 5.4 – President. The president will be the chief executive officer of the Conservancy. The president will preside at all meetings of all the Conservancy and meetings of the Conservancy Board. The president will have all of the general powers and duties which are incident to the office of president of a nonstock corporation organized under the laws of the State of Connecticut, including but not limited to the power to appoint members of committees from time to time as may be appropriate to assist in the conduct of the affairs of the Conservancy. 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 Conservancy, following authorization by the necessary authority

Section 5.5 – Vice President. The vice president will take the place of the president and perform the duties of the president whenever the president is absent or unable to act. If neither the president nor the vice president is able to act, the Conservancy Board will elect some other member of the Conservancy Board to act in the place of the president, on an interim basis. The vice president will also perform such other duties as may be assigned by the Conservancy Board or by the president. The office of vice president may remain vacant upon resolution of the Conservancy Board.

Section 5.6 – Secretary. The secretary will keep the minutes of all meetings of the Unit Owners and the Conservancy Board, have charge of such books and papers as the Conservancy Board may direct and perform all the duties incident to the office of secretary of a nonstock corporation organized under the laws of the State of Connecticut. The secretary may cause to be prepared and may execute amendments to the Declaration and the Bylaws on behalf of the Conservancy, following authorization by the necessary authority. Meeting minutes shall be maintained in electronic format online.

Section 5.7 – Treasurer. The treasurer will have the responsibility for Conservancy funds and securities and will be responsible for keeping full and accurate financial records, including books of account showing all receipts and disbursements and balance sheets. The treasurer will be responsible for the preparation of all required financial data and the deposit of all moneys and other valuable effects in such depositories as may from time to time be designated by the Conservancy Board. The treasurer will perform all the duties incident to the office of treasurer of a nonstock corporation organized under the laws of the State of Connecticut. The treasurer may endorse on behalf of the Conservancy for collection only, checks, notes and other obligations, and will deposit the same and all moneys in the name of and to the credit of the Conservancy in such banks as the Conservancy Board may designate. The treasurer may have custody of and will have the power to endorse for transfer, on behalf of the Conservancy, stock, securities or other investment instruments owned or controlled by the Conservancy or as fiduciary for others. The treasurer will see that the annual federal tax returns and state tax returns, if required, are timely filed, and that appropriate tax payments are made.

With respect to each Council, a Treasurer may be appointed and shall be responsible for the Council's funds in the same manner as the Treasurer for the Conservancy. If a Treasurer is not appointed, the chairperson of the Council shall act as the Treasurer. Notwithstanding, the Treasurer of the Conservancy shall have the right to review, approve, and/or reject each Council's financial activities.

Section 5.8 – Chairperson of a Council. The chairperson of each Council shall preside at all meetings of their respective Council and their respective Council Board, may appoint committees, and shall exercise the necessary executive powers to conduct affairs of their respective Council and Council Board.

Section 5.9 – Clerk or Secretary of a Council. The clerk shall in general act as the secretary to the Council and shall have charge of communications to the applicable Unit

Owners. The clerk shall file a copy of all minutes of the Council with the secretary of the Conservancy.

Section 5.10 – 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 Conservancy shall be executed by any officer of the Conservancy or by such other person or persons as may be designated by the Conservancy Board.

Section 5.11 – Compensation. An officer may not receive fees for acting as an officer. An officer may be reimbursed for necessary expenses actually incurred in connection with such officer's duties, as approved by the respective Board.

## **ARTICLE 6** **Enforcement**

Section 6.1 – Fine for Violation. By resolution, following Notice and Hearing, the Conservancy Board may levy a fine, in accordance with a fine schedule outlined in the rules, for each day that a violation of their respective Documents or Rules has previously occurred and/or persists after such Notice and Hearing.

Section 6.2 – Enforcement, Hearing.(a) Except as otherwise provided in the Bylaws, before the Conservancy Board brings an action or institutes a proceeding against a Unit Owner the Conservancy Board shall schedule a Hearing to be held during a regular or special meeting of the Conservancy Board and shall send written notice by regular mail, to the Unit Owner at least ten (10) business days prior to 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 Conservancy Board shall consider such testimony in making a decision whether to bring an action or institute a proceeding against such Unit Owner.
- (b) The Conservancy Board shall make such decision and the Board shall send such decision in writing by regular mail, to the Unit Owner, not later than thirty (30) calendar days after the Hearing.
- (c) These provisions of subdivision (a) of this subsection shall not apply to an action brought by the Board against a Unit Owner (A) to prevent immediate and irreparable harm, or (B) 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, Council or another unit owner may submit a written request to the Conservancy for a

Hearing before the Conservancy Board. Such request shall comply with Section 24.3 of the Declaration.

- (e) Not later than thirty (30) calendar days after the Conservancy Board receives such request, the Conservancy Board shall schedule a Hearing to be held during a regular or special meeting of the Board and shall send written notice by regular mail, to the unit owner at least ten (10) business days prior to 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 forty-five (45) calendar days after the Conservancy Board receives such request.
- (f) The Conservancy Board shall make a decision on the Unit Owner's claim and the Conservancy Board shall send such decision in writing by regular mail, to the Unit Owner, not later than thirty (30) calendar days after the Hearing.
- (g) The failure of the Conservancy Board 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 Conservancy and each Council 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 – Records and Audits. The Conservancy and each Council shall maintain financial records. The financial records shall be maintained, and a financial review shall be performed annually by an independent Certified Public Accountant. The cost of the financial review shall be a Common Expense unless otherwise provided in the Declaration

Section 8.2 – Records. The Conservancy and each Council shall retain the following records:

- (a) Detailed records of receipts and expenditures affecting the operation and administration of the Conservancy or Council, as the case may be, and other appropriate accounting records.
- (b) Minutes of all meetings of the Unit Owners, Conservancy Board, and Council Board, other than executive sessions, a record of all actions taken by the Unit Owners, the Conservancy Board, and Council Boards, without a meeting, and a

record of all actions taken by a committee in place of the Conservancy Board or Council Board;

- (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 Conservancy communicates with the Unit Owners, in alphabetical order showing the number of Votes each Unit Owner is entitled to cast;
- (d) The Conservancy'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 Conservancy for the past three years;
- (f) A list of the names and addresses of the Conservancy's current directors and officers;
- (g) The Conservancy's most recent annual report delivered to the Secretary of the State, if any;
- (h) Financial and other records sufficiently detailed to enable the Conservancy and Councils to comply with section 47-270 of the Act;
- (i) Copies of current contracts to which the Conservancy and Councils are parties;
- (j) Records of Conservancy Board, Council Boards, 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 Policy.

#### Section 8.3 – Examination and Copying of Records.

- (a) Subject to Subsections (b) and (c) of this Section, all records retained by the Conservancy and each Council shall be available for examination and copying by the respective 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 thirty (30) days' notice in a record reasonably identifying the specific records of the Association requested, provided the association shall, not later than five (5) business days following the

date of receiving such notice, provide the requesting Unit Owner or owner's authorized agent with two (2) dates on which the records may be examined, copied, or both.

- (b) Records retained 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 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 Conservancy's or Councils' attorney which are otherwise protected by the attorney-client privilege or the attorney work-product doctrine;
  - (v) Records of an executive session of the Conservancy or Council Board; or Individual unit files other than those of the requesting owner.
- (d) Records withheld from inspection under Subsection (c) above may be made available for inspection and copying only if and only to the extent that the respective Board, in its sole discretion, determines that they should be made available.
- (e) Each Board 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) Neither the Conservancy nor the Councils are 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 Conservancy shall, during the month of January in each year, file in the office of the Town Clerk of Windsor a certificate setting forth the name and mailing address of the officer of the Conservancy or the managing agent from whom a resale certificate may be requested, and shall, thereafter, file such a certificate within thirty (30) calendar days of any change in the name or address of such officer or agent. The Town Clerk shall keep such certificate on file in his or her office and make it available for inspection.

Section 8.5 – Resale Certificate - Required Documents. A Unit Owner shall furnish to a purchaser or such purchaser's attorney, before the earlier of conveyance or transfer of the right to possession of a unit, a copy of the Declaration, other than any surveys and plans, the Bylaws, the Rules and Regulations of the Conservancy, and a certificate containing:

- (a) A statement disclosing the effect on the proposed disposition of any right of first refusal or other restraint on the free alienability of the unit held by the Conservancy;
- (b) a statement setting forth the amount of the periodic common expense assessment and any unpaid common expense or special assessment currently due and payable from the selling Unit Owner;
- (c) a statement of any other fees payable by the owner of the unit being sold;
- (d) a statement of any capital expenditures in excess of one thousand dollars (\$1,000.00) approved by the Conservancy Board for the current and next succeeding fiscal year;
- (e) a statement of the amount of any reserves for capital expenditures;
- (f) the current operating budget of the Conservancy;
- (g) a statement of any unsatisfied judgments against the Conservancy and the existence of any pending suits or administrative proceedings in which the Conservancy is a party, including foreclosures but excluding other collection matters;
- (h) a statement of the insurance coverage provided for the benefit of Unit Owners, including any schedule of standard fixtures, improvements and betterments in the units covered by the Conservancy's insurance that the Conservancy prepared pursuant to subsection (b) of section 47-255 of the Act, as amended;



- (i) a statement of any restrictions in the Declaration affecting the amount that may be received by a Unit Owner on sale, condemnation, casualty loss to the unit or the Conservancy or termination of the Conservancy;
- (j) if at the time the resale certificate is prepared the Conservancy is unincorporated, the name of the statutory agent for service of process filed with the Secretary of the State pursuant to section 47-244a of the Act, as amended;
- (k) a statement describing any pending sale or encumbrance of common elements;
- (l) a statement disclosing the effect on the unit to be conveyed of any restrictions on the owner's right to use or occupy the unit or to lease the unit to another person;
- (m) a statement disclosing the number of units whose owners are at least sixty calendar days delinquent in paying their common charges on the date of the statement;
- (n) a statement disclosing the number of foreclosure actions brought by the Conservancy during the past twelve (12) months and the number of such actions pending on a specified date within sixty (60) calendar days of the date of the statement;
- (o) A statement disclosing (A) the most recent fiscal period within the five years preceding the date on which the certificate is being furnished for which an independent certified public accountant reported on a financial statement, and (B) whether such report on a financial statement was a compilation, review or audit; and
- (p) any established maintenance standards adopted by the Conservancy pursuant to subsection (e) of section 47-257 of the Act, as amended.
- (q) Unless recorded on the Land Records, a listing and explanation of any responsibilities or restrictions granted to the current owner, or agreements pertaining to, which must be assigned to and accepted by the buyer.

## **ARTICLE 9** **Notices**

**Section 9.1 – Notices from Unit Owners to Conservancy or Conservancy Board.** All notices to the Conservancy, the Conservancy Board, any Council or any Council Board will be delivered to the office of the Manager, or if there is no Manager, to the office of the Conservancy, or to such other address as the Conservancy Board may hereafter designate from time to time, by notice in writing to all Unit Owners and to all Eligible Mortgagees of Units.

Section 9.2 – Notices from Conservancy to Unit Owners.

- (a) Unless the Act, the Declaration or these Bylaws requires a different manner of giving notice, any notice required to be delivered by the Conservancy or a Council to Unit Owners shall be delivered to any mailing or electronic mail address that a Unit Owner designates, except that the Conservancy or Council 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 Conservancy or Council 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 Conservancy Board as the case may be, following any such hearing shall be in writing and sent by certified mail, return receipt requested, and by regular mail, to the Unit Owner.
- (c) Notice is effective upon being sent.

**ARTICLE 10**  
**Miscellaneous**

Section 10.1 – Fiscal Year. The Conservancy Board shall establish the fiscal year of the Conservancy.

Section 10.2 – 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 10.3 – Office. The principal office of the Conservancy shall be at the Property or at such other place as the Conservancy Board may from time to time designate.

**ARTICLE 11**  
**Amendments to Bylaws**

Section 11.1 – Amendments by Conservancy Board. Except as otherwise provided in Section 11.2, the Conservancy Board may amend the Bylaws by a vote of two-thirds of all of the members of the Conservancy Board at any meeting of the Conservancy Board duly called for such purpose. Before the Conservancy Board can adopt, amend or repeal any Bylaw, notice shall be given to all Unit Owners of the intention of the

Conservancy Board to adopt, amend or repeal any Bylaw, which notice shall include the text of the proposed Bylaw and/or amendment and/or the text of the Bylaw to be repealed, as applicable, and the date on which the Conservancy Board will act on the proposed Bylaw, amendment or repeal after considering comments from Unit Owners.

Section 11.2– Amendments by Unit Owners. Only the Unit Owners (and not the Conservancy Board) shall have the power, by vote of Unit Owners of Units to which more than fifty percent (50%) of the Votes in the Conservancy are allocated, to adopt, amend, or repeal any Bylaw that relates to or affects any of the following:

- (a) The qualifications, powers and duties or terms of office of members of the Conservancy Board;
- (b) The number of members of the Conservancy Board;
- (c) The manner of election of Conservancy Board members;
- (d) The timing or content of notices of meetings of Unit Owners, opportunities for Unit Owner comment at any meeting of the Conservancy Board or the Conservancy, methods or procedures for voting or actions by Unit Owners without meeting or any provision of Article IV of these Bylaws; or
- (e) The manner or required vote to adopt, amend, or repeal any Bylaw, including, without limitation, any provision of this Section 11.2.

Section 11.3 – Execution of Amendments. Amendments to the Bylaws that have been duly adopted shall be prepared, executed, recorded, and certified on behalf of the Conservancy by any officer of the Conservancy designated for that purpose or, in the absence of designation, by the president of the Conservancy.

Section 11.4 – Limitation of Challenges. – No action to challenge the validity of an amendment to the Bylaws adopted by the Conservancy Board or the Unit Owners consistent with the provisions of this Article may be brought more than one (1) year after the later of the date that the amendment is effective.

## **ARTICLE 12** **Access to Units**

Any person authorized by the Conservancy Board or a Council Board shall have the right of access to all portions of the Property for the purpose of correcting any condition threatening a Unit or the Common Elements, for the purpose of performing installations, alterations or repairs and for the purpose of reading, repairing or replacing utility meters and related pipes, valves, wires and equipment, provided that requests for entry to a Unit or enclosed Limited Common Element are made in advance and that any such entry is at a time reasonably convenient to the affected Unit Owner consistent with the availability of contractors and others employed or engaged by the Association. Such

right of access may be exercised without Unit Owner notice if there is reason to believe a unit is not occupied in order to make certain heat is being maintained in the unit or its enclosed Limited Common Elements. In case of an emergency, no such request or notice is required and such right of entry shall be immediate, whether or not the Unit Owner is present at the time. If a Unit Owner fails to permit access to a Unit as reasonably requested by the Association, the Association may seek a court order to allow access to the unit without the Unit Owner's consent. In such case, any cost and attorney's fee of obtaining such court order shall be assessed to the Unit Owner's account. If a Unit is damaged as a result of access obtained under this Section, the Association will be responsible for the prompt repair of the Unit, except as provided in Subsection 19.2(f) and Subsection 19.2(i) of the Amended Declaration.

The Association' right to access the Woodmoor Lots, and the Limited Common Elements of the Village Units and Ridge Units is restricted to the following purposes:

- (i) Access is restricted to exterior portions only of the Village Units and Ridge Units.
- (ii) Access Requires the Unit Owner's consent, an active emergency where 9-1-1 is called or pursuant to a Court Order.
- (iii) Notwithstanding paragraph (ii) above, following Notice and Hearing, the Board may engage a contractor to perform lawn maintenance and weeding of a Unit's exterior beds.

### **ARTICLE 13** **Insurance Requirement for Individual Units**

Insurance for Each Individual Unit. Except to the extent provided by the Association pursuant to a Master Insurance Policy, each Owner shall provide and maintain insurance coverage for fire, other casualty losses and liability protection. In the event that the Master Insurance Policy provides for a deductible, limitation or exclusion, with respect to damaged conditions to any portion of a Unit, the Insurance Policy for each individual Unit shall be used to cover any such uninsured amount – regardless of whether an insurance claim is submitted. In the event that the Conservancy is called upon to pay for any such Master Policy exclusion due to the failure of a Unit Owner to maintain insurance coverage for each Unit as herein set forth, the Conservancy shall be reimbursed by the respective owner of any such damaged Unit up to the amount of the Master Policy deductible. Any such reimbursement shall be paid prior to the Conservancy completing repairs of the damaged condition. If the Conservancy completes said repairs prior to any such reimbursement, the Conservancy shall have a lien against said Unit for the amount expended up to the amount of the deductible. Said lien may be foreclosed in the same manner as the collection of unpaid common charges and assessments. Each Unit Owner shall be responsible for all Conservancy costs of collection and/or foreclosure in connection with recovery of any such deductible amount. The provisions of this Paragraph shall apply in accordance with the provisions of the Declaration.

## ARTICLE 14

### Rules

- (a) At least ten (10) calendar days before adopting, amending or repealing any rule, the Conservancy Board or Council Board, as the case may be, shall give all respective Unit Owners notice of: (1) its intention to adopt, amend or repeal a rule and shall provide the text of the rule or the proposed change; and (2) any rule may be adopted, amended or repealed only by a majority vote of the Board.
- (b) Following adoption, amendment or repeal of a rule, the Board shall notify the Unit Owners of its action and provide a copy of any new or revised rule.
- (c) Subject to the provisions of the Declaration, the Board may adopt rules to establish and enforce construction and design criteria and aesthetic standards. If the Board adopts such rules, the Board shall adopt procedures for enforcement of those rules and for approval of construction applications, including a reasonable time within which the Board must act after an application is submitted and the consequences of its failure to act.
- (d) A rule regulating display of the flag of the United States must be consistent with federal law. In addition, neither the Conservancy nor a Council may 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, Conservancy or Council office or ballot questions, but the Conservancy/Council may adopt rules governing the time, place, size, number and manner of those displays.
- (e) Neither the Conservancy nor a Council may prohibit or hinder any Unit Owner, lessee or sub lessee from attaching to his or her entry door or entry door frame any object which is motivated by observance of a religious practice or sincerely held religious belief. Notwithstanding the Conservancy or a Council may prohibit a display motivated by observance of a religious practice or sincerely held religious belief to the extent allowed by the first amendment to the United States Constitution and section 3 of article first of the Connecticut Constitution when such item: (1) threatens the public health or safety; (2) hinders the opening and closing of an entry door; (3) violates any federal, state or local law; (4) contains graphics, language or any display that is obscene or otherwise patently offensive; (5) individually or in combination with each other item displayed or affixed on an entry door frame has a total size greater than twenty-five square inches; or (6) individually or in combination with each other item displayed or affixed on an entry door has a total size greater than four square feet.
- (f) Unit Owners may peacefully assemble on the common elements to consider matters related to the Common Interest Community, but the Conservancy or Council may adopt rules governing the time, place and manner of those assemblies.

(g) The Conservancy or Council may adopt rules that affect the use of or behavior in units that may be used for residential purposes, only to:

- (i) Implement a provision of the Declaration;
- (ii) 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
- (iii) Restrict the leasing of residential 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.

(h) The Association's internal business operating procedures need not be adopted as rules.

(i) Each rule of the Conservancy and each Council must be reasonable.

These Amended Bylaws were approved by the Conservancy on the 12<sup>th</sup> day of January 2022.

**WALDEN WOODS  
CONSERVANCY, INC.**

By: Roland Bernier  
**Roland Bernier**  
Its President