

**BYLAWS OF
STRATFIELD FALLS UNIT OWNERS
ASSOCIATION, INC.**

**ARTICLE I
Introduction**

These are the Bylaws of Stratfield Falls Unit Owners Association, Inc.

**ARTICLE II
Executive Board**

Section 2.1. Number and Qualification.

(a) The affairs of the Condominium and the Association shall be governed by an Executive Board consisting of five (5) persons, all of whom shall be unit owners or their resident spouses. If any unit is owned by a partnership or corporation, any officer, partner or employee of that Unit Owner shall be eligible to serve as a board member. The members of the Executive Board shall be elected by the unit owners. 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 these Bylaws or the corporation laws of the State of Connecticut.

(b) The Directors shall serve three-year terms.

(c) The Board shall also include an Alternate Director governed by the same eligibility, election, terms, and other provisions of this Article, except that the first person elected to this position will serve a two-year term. The Alternate Director shall not vote at or be counted toward the quorum of any Board meeting except upon the absence of another Director or the vacancy of a Board position. In its discretion, the Board may appoint the Alternate Director as a full member of the Board in accordance with Section 2.7.

(d) The Executive Board shall elect the officers. The Executive Board members and officers shall take office upon election.

(e) The Association shall call and give not less than ten nor more than sixty days notice of each meeting of the unit owners for the purpose of electing members of the Executive Board. Such meeting may be called and the notice given by any unit owner if the Association fails to do so.

Section 2.2. Powers and Duties. The Executive Board may act in all instances on behalf of the Association, except as provided in the Declaration, the Bylaws or the Act. The Executive Board shall have the powers and duties necessary for the administration of the affairs

of the Association and of the Condominium which shall include, but not be limited to, the following:

- (a) Adopt and amend Bylaws and Rules and Regulations subject to the limitations of the Declaration and below;
- (b) Adopt and amend budgets for revenues, expenditures and reserves and collect assessments for common expenses from unit owners;
- (c) Hire and discharge managing agents;
- (d) Hire and discharge employees and agents other than managing agents and independent contractors;
- (e) Institute, defend or intervene in litigation or administrative proceedings in its own name on behalf of itself or two or more unit owners on matters affecting the Condominium;
- (f) Make contracts and incur liabilities;
- (g) Regulate the use, maintenance, repair, replacement and modification of the common elements;
- (h) Cause additional improvements to be made as a part of the common elements, except that any such change expected to cost more than \$25,000 shall require the advance approval of a majority of the Unit Owners;
- (i) Acquire, hold, encumber and convey in its own name any right, title or interest to real property or personal property, but common elements may be conveyed or subjected to a security interest only pursuant to the Act;
- (j) Grant easements, leases, licenses and concessions for no more than one year through or over the common elements;
- (k) 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 Subsections (2) and (4) of § 47-221 of the Act, and for services provided to Unit Owners;
- (l) 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, Rules and regulations of the Association;
- (m) Impose reasonable charges for the preparation and recordation of amendments to the Declaration, resale certificates required by § 47-270 of the Act or statements of unpaid assessments;

(n) Provide for the indemnification of its officers and Executive Board and maintain Directors' and officers' liability insurance;

(o) Assign its right to future income, including the right to receive Common Expense assessments, subject to the limitations set forth in Article XXI of the Declaration;

(p) Exercise any other powers conferred by the Declaration or Bylaws;

(q) Exercise all other powers that may be exercised in this state by legal entities of the same type as the Association;

(r) Exercise any other powers necessary and proper for the governance and operation of the Association;

(s) By resolution, establish committees, permanent and standing, to perform any functions above as specifically delegated in the resolution establishing the committee. Any committee must maintain and publish notice of its actions to Unit Owners and the Executive Board. However, actions taken by a committee may be appealed to the Executive Board by any Unit Owner within 45 days of publication of such notice, and such committee action must be ratified, modified or rejected by the Executive Board at its next regular meeting.

Section 2.3. Standard of Care. In the performance of their duties, the officers and members of the Executive Board are required to exercise ordinary and reasonable care.

Section 2.4. [Deleted.]

Section 2.5. Manager. The Executive Board may employ for the Condominium a manager 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 all of the powers granted to the Executive Board by these Bylaws other than the powers set forth in subdivisions (a), (b), (c), (e), (h), (i), (j), (l), (n), (o), (p), (q), (r), and (s) of Section 2.2. 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 2.6. Removal of Members of the Executive Board. The unit owners, by a majority vote of all persons present and entitled to vote at any meeting of the unit owners for which the subject was listed in the notice of the meeting and at which a Quorum is present, may remove any member of the Executive Board with or without cause and immediately elect a successor. At any meeting at which a vote to remove a member of the Executive Board is to be taken, the member being considered for removal must have a reasonable opportunity to speak before the vote.

Section 2.7. Vacancies. Vacancies in the Executive Board caused by any reason other than the removal of a member by a vote of the unit owners, may be filled as follows: At a special meeting of the Executive Board held for that purpose at any time after the occurrence of any such vacancy, even though the members present at such meeting may constitute less than a

quorum, by a majority of the remaining such members, constituting Executive Board. Each person so elected or appointed shall be a board member for the remainder of the term of the member so replaced, or, if earlier, until the next regularly scheduled election of Executive Board members.

Section 2.8. Organization Meeting. The first meeting of the Executive Board following each annual meeting of the unit owners shall be held within ten (10) days thereafter at such time and place as shall be fixed by the unit owners at the meeting at which such Executive Board shall have been elected.

Section 2.9. Meetings. Regular and special meetings of the Executive Board may be called by the President or by a majority of the members of the Executive Board.

Section 2.10. Location of Meetings. All meetings of the Executive Board shall be held within Fairfield, unless all members thereof consent in writing to another location.

Section 2.11. Notice of Meetings. 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 regular and special Executive Board meeting to each Director and to all of the Unit Owners by hand delivery, first-class mail, or electronic mail. The notice shall be given at least five days before the meeting and shall state the time, date, place and agenda of the meeting. If notice of 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 2.12. Quorum of Board Members. At all meetings of the Executive Board, a majority of the members shall constitute a quorum for the transaction of business, and the votes of a majority of the members present at a meeting at which a quorum is present shall constitute the decision of the meeting. If, at any meeting, 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 2.13. Fidelity Bonds. To the extent reasonably available, the Executive Board shall obtain adequate fidelity bonds for all officers, employees and agents of the Association handling or responsible for Association funds. The premiums on the bonds are a Common Expense.

Section 2.14. Compensation. No member of the Executive Board shall receive any compensation from the Association for acting as such.

Section 2.15. Consent to Corporate Action. Instead of meeting, the Executive Board may act by unanimous consent as documented in a writing authenticated by all its members. The Secretary promptly shall give notice to all Unit Owners of any action taken by unanimous consent by hand delivery, first-class mail, or electronic mail.

Section 2.16. Alternate Conferencing Process. The Executive Board may meet by telephonic, video or other conferencing process if (A) the meeting notice states the conferencing

process to be used and provides information explaining how Unit Owners may participate in the conference directly or by meeting at a central location or conference connection; and (B) the process provides all Unit Owners the opportunity to hear or perceive the discussion and reasonable opportunity to comment.

ARTICLE III **Unit Owners**

Section 3.1. Annual Meeting. Annual meetings shall be held at such time as the Executive Board may designate. At such meeting, the board members shall be elected by ballot of the Unit Owners, in accordance with the provisions of Article II. The Unit Owners may transact such other business at such meetings as may properly come before them.

Section 3.2. Budget Meeting. Meetings to consider the proposed budget shall be called in accordance with Section 20.4 of the Declaration. The budget may be considered at Annual or Special Meetings called for other purposes as well.

Section 3.3. Place of Meetings. Meetings of the unit owners shall be held at such suitable place convenient to the unit owners as may be designated by the Executive Board or the President.

Section 3.4. Special Meetings. Special meetings of the Association may be called by the President, a majority of the Executive Board, or by unit owners having twenty per cent of the Votes in the Association.

Section 3.5. Notice of Meetings. Not less than ten nor more than sixty days in advance of any meeting, the secretary shall cause notice to be hand-delivered or sent prepaid by United States mail to the mailing address of each Unit or to any other mailing or electronic mail address designated in writing by the Unit Owner. The notice of any meeting shall state the time and place of the meeting and the items on the agenda, including the general nature of any proposed amendment to the Declaration or Bylaws, any budget changes and any proposal to remove an officer or member of the Executive Board. No action shall be adopted at a meeting except as stated in the notice.

Section 3.6. 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 to another time.

Section 3.7. Order of Business. The order of business at all meetings of the Unit Owners shall be as follows:

- (a) Roll call (or check-in procedure).
- (b) Proof of notice of meeting.
- (c) Reading of minutes of preceding meeting.

- (d) Election of inspectors of election (when required).
- (e) Election of members of the Executive Board (when required).
- (f) Ratification of Budget (if required).
- (g) Unfinished business.
- (h) New business.

Section 3.8. Voting.

(a) If only one of several owners of a Unit is present at a meeting of the Association, that owner is entitled to cast all the votes allocated to that Unit. If more than one of the owners is 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 that unit without protest being made promptly to the person presiding over the meeting by any of the other owners of the Unit.

(b) Votes allocated to a unit may be cast pursuant to a proxy duly executed by a unit owner. 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 owners of the unit through a duly executed proxy. A unit owner may revoke a proxy given pursuant to this section only by actual notice of revocation to the person presiding over a meeting of the Association. A proxy is void if it is not dated or purports to be revocable without notice. A proxy terminates one year after its date unless it specifies a shorter term.

(c) 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 Executive Board or Bylaws of 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 moderator of 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.

(d) 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 3.9. Quorum. Except as otherwise provided in these Bylaws, at least three unit owners from each of Hilary Circle and Carrie Circle present in person or by proxy, at any meeting of unit owners shall constitute a quorum at all meetings of the unit owners.

Section 3.10. Majority Vote. The vote of a majority of the unit owners present in person or by proxy at a meeting at which a quorum shall be present shall be binding upon all unit

owners for all purposes except where in the Declaration or these Bylaws or by law, a higher percentage Vote is required.

Section 3.11. Order. Meetings need not follow Robert's Rules of Order, but shall instead be conducted according to such reasonable rules for order, procedure, and opportunity for unit owners to comment as the President may determine.

Section 3.12. Action Without a Meeting. At the discretion of the Executive Board, the unit owners may vote by electronic or paper ballot without a meeting in the manner provided in the Act on any matter for which the Declaration or these Bylaws allow for vote by the unit owners at a live meeting.

ARTICLE IV **Officers**

Section 4.1. Designation. The principal officers of the Association shall be the president, the vice president, the secretary and the treasurer, all of whom shall be elected by the Executive Board. The Executive Board may appoint an assistant treasurer, an assistant secretary, and such other officers as in its judgment may be necessary. The president and vice president, but no other officers, need be members of the Executive 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 4.2. Election of Officers. The officers of the Association shall be elected annually by the Executive Board at the organization meeting of each new Executive Board and shall hold office at the pleasure of the Executive Board.

Section 4.3. Removal of Officers. Upon the affirmative Vote of a majority of the members of the Executive Board, any officer may be removed, either with or without cause, and his 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 4.4. President. The president shall be the chief executive officer of the Association. He shall preside at all meetings of the unit owners and of the Executive Board. He shall 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 committees from among the unit owners from time to time as he may in his discretion decide is appropriate to assist in the conduct of the affairs of the Association. He may fulfill the role of treasurer in the absence of the treasurer. The president may cause to be prepared and may execute amendments to the Declaration and the Bylaws on behalf of the Association, following authorization by the approval of the particular amendment as applicable.

Section 4.5. Vice President. The vice president shall take the place of the president and perform his duties whenever the president is absent or unable to act. If neither the president nor the vice president is able to act, the Executive Board shall appoint some other member of the Executive Board to act in the place of the president, on an interim basis. The vice president shall

also perform such other duties as may be imposed upon him by the Executive Board or by the president.

Section 4.6. Secretary. The secretary shall keep the minutes of all meetings of the unit owners and the Executive Board; he shall have charge of such books and papers as the Executive Board may direct; and he shall, in general, 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 Association, following authorization by the approval of the particular amendment as applicable.

Section 4.7. Treasurer. The treasurer shall have the responsibility for Association funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, and for the preparation of all required financial data. He shall be responsible for the deposit of all moneys and other valuable effects in such depositories as may from time to time be designated by the Executive Board, and he shall, in general, perform all the duties incident to the office of treasurer of a nonstock corporation organized under the Laws of the State of Connecticut. He may endorse on behalf of the Association for collection only, checks, notes and other obligations and shall deposit the same and all moneys in the name of and to the credit of the Association in such banks as the Executive Board may designate. He may have custody of and shall have the power to endorse for transfer on behalf of the Association, stock, securities or other investment instruments owned or controlled by the Association, or as fiduciary for others.

Section 4.8. Agreements, Contracts, Deeds, Checks, etc. Except as provided in Sections 4.4, 4.6, 4.7 and 4.10 of these Bylaws, all agreements, contracts, deeds, leases, checks and other instruments of the Association shall be executed by any officer of the Association or by such other person or persons as may be designated by the Executive Board. No check of the Association of \$500 or more shall be valid unless signed by at least two members of the Executive Board.

Section 4.9. Compensation. The Executive Board shall provide for compensation, if any, of officers of the Association, conditioned on the advance approval of a majority of the Unit Owners.

Section 4.10. Resale Certificates and Statements of Unpaid Assessments. 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 § 47-270 of the Act and statements of unpaid assessments in accordance with § 47-258(h) of the Act.

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. 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.

ARTICLE V
Operation of the Property

Section 5.1. Abatement and Enjoinment of Violations by Unit Owners. The violation of any of the Rules adopted by Executive Board or the breach of any provision of the Instruments shall give the Executive Board the right, subject to Notice and Hearing, except in case of an emergency, in addition to any other rights set forth in these Bylaws:

(a) to enter the Unit in which, or as to which, such violation or breach exists and to summarily abate and remove, at the expense of the defaulting Unit Owner, any structure, thing or condition except for additions or alterations of a permanent nature that may exist therein contrary to the intent and meaning of the provisions hereof, and the Executive Board shall not thereby be deemed liable for any manner of trespass; or

(b) to enjoin, abate or remedy by appropriate legal proceedings, either at law or in equity, the continuance of any such breach.

Section 5.2. Fine for Violation. By resolution, following Notice and Hearing, the Executive Board may levy a fine of up to \$100.00 per day for each day that a violation of the Instruments or Rules persists after such Notice and Hearing.

Section 5.3. Late Charges. There shall be imposed a \$100.00 per month late charge for any common charge or special assessment charge that is not paid within 30 days of its due date.

ARTICLE VI
Indemnification

The members of the Executive Board and officers of the Association shall have the liabilities, and be entitled to indemnification, as provided in Sections 33-1117 and 33-1118 of Chapter 602 of the Connecticut General Statutes (the provisions of which are hereby incorporated by reference and made a part hereof).

ARTICLE VII
Records

Section 7.1. Records. The Association shall maintain 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 its Unit Owners and Board of Directors other than executive sessions, a record of all actions taken by the Unit Owners or Board of Directors without a meeting, and a record of all actions taken by a committee in place of the Board of Directors on behalf of the Association;

- (c) The names of Unit Owners in a form that permits preparation of a list of the names of all owners and the addresses at which the Association communicates with them, in alphabetical order showing the number of votes each owner is entitled to cast;
- (d) The Association's original or restated organizational documents, if required by law other than the Act, these Bylaws and all amendments to them, and all Rules currently in effect;
- (e) All financial statements and tax returns of the Association for the past three years;
- (f) A list of the names and addresses of its current Directors and officers;
- (g) The Association's most recent annual report delivered to the Secretary of the State, if any;
- (h) Financial and other records sufficiently detailed to enable the Association to comply with Section 47-270 of the Act;
- (i) Copies of current contracts to which the Association is a party;
- (j) Records of Board of Directors or committee actions to approve or deny any requests for design or architectural approval from Unit Owners; and
- (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.

Section 7.2. Examination. All records maintained by the Association or by the manager shall be available for examination and copying by any unit owner, by any mortgagee of a unit, or by any of their duly authorized agents or attorneys, at the expense of the person examining the records, during normal business hours and after reasonable notice.

Section 7.3. Form Resale Certificate. The Executive Board shall adopt a form resale certificate to satisfy the requirement of § 47-270 of the Act.

ARTICLE VIII

Miscellaneous

Section 8.1. Notices. All notices to the Association or the Executive Board shall be delivered to the office of the manager, or if there is no manager, to the office of the Association, or to such other address as the Executive Board may hereafter designate from time to time, by notice in writing to all unit owners and to all mortgagees of units. Except as otherwise provided, all notices to any unit owner shall be sent to his mailing or electronic address as it appears in the records of the Association. All notices to mortgagees of units shall be sent, except where a different manner of notice is specified elsewhere in the instruments, by registered or certified mail to their respective addresses, as designated by them from time to time, in writing, to the Executive Board. All notices shall be deemed to have been given when sent, except notices of changes of address which shall be deemed to have been given when received.

Section 8.2. Fiscal Year. The Executive Board shall establish the fiscal year of the Association.

Section 8.3. 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 8.4. Office. The principal office of the Association shall be on the Property or at such other place as the Executive Board may from time to time designate.