

BYLAWS

of

LAKE QUASSAPAUG ASSOCIATION, INC.

ARTICLE I - NAME AND LOCATION OF CORPORATION

The name of this Corporation is Lake Quassapaug Association, Inc. Its principal office is located at 20 Munson Rd., Middlebury, Connecticut.

ARTICLE II - PURPOSE

The purpose of this Corporation is as stated in its Articles of Organization.

ARTICLE III - MEMBERSHIP

Section 1. Classes of Members. The Corporation shall have one class of members.

Section 2. Acceptance of Members.

- Persons shall be accepted into membership in this corporation for a one year term beginning June 1 of any given year, if they qualify pursuant to the Corporation's criteria for Membership at the time of application and have paid annual membership dues, as determined by the Board of Directors, by said June 1.

- Persons, whether individuals or organizations, eligible for membership shall be: (1) in the Town of Middlebury, owners of parcels of land, sufficient in size for a building lot (building envelope for Tylers Cove Association owners), that are (i) included within the Lake Quassapaug Preservation District, (ii) bordering on the boundaries of said district, (namely White Deer Rock Rd. Tranquility Rd. Middlebury Rd. Old Woodbury Rd., and West Lake Rd.), (iii) bordering on Upper Whitemore Rd. with street numbers of 250 or higher, (2) in the Town of Woodbury, the owners of parcels of land, sufficient in size for a building lot, bordering on Lake Quassapaug, and (3) in the event they are not eligible for membership under subparagraph (1) or (2), Tylers Cove Association and West Shore Owners Association. For purposes of

quorum requirements and voting privileges or requirements at any meeting of members, individuals of the same household, or organizations, having an ownership interest in one or more parcels (building envelope for Tylers Cove Association owners) of land, shall be treated as one member.

Section 3. Voting Rights. Subject to the provisions of the preceding section, each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Termination of Membership. The board of directors, by affirmative vote of a majority of all of the members of the board, may suspend or expel a member of the corporation for cause after an appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership under the criteria for membership set forth in Section 2 of Article III of these by-laws.

Section 5. Resignation. Any member may resign by filing a written resignation with the Secretary.

Section 6. Transfer of Membership. Membership in this corporation is not transferable or assignable.

ARTICLE IV - MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held during the month of June in each year, beginning with the year 2013, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The day of the annual meeting shall be determined each year by the Board of Directors, and the members notified of the date at least two weeks prior to the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the President, any member of the board of directors, or not less than one-third of the members having voting rights.

Section 3. Place of Meeting. The board of directors may designate any place within the State of Connecticut as the place of meeting for any annual meeting or for any special meeting called by the board of

directors. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the registered office of the corporation in the State of Connecticut; but if all of the members shall meet at any time and place or consent to holding a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meeting. At the direction of the President, or the Secretary, or the officers or persons calling the meeting, written notice stating the place, day, and hour of any meeting of members shall be delivered either personally, by mail, or by electronic communication, to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting. . In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited with prepaid postage in the United States mail addressed to the member at his address as it appears on the records of the corporation.

Section 5. Informal Action by Members. Any action required by the law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum. A quorum shall consist of twenty percent of the members present in person or by proxy. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Voting by Mail. Where directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail or electronic communication in such manner as the board of directors shall determine.

ARTICLE V - BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its board of directors. The Board has the power to establish committees, whether committees of the Board or advisory committees. Advisory committees may consist of both members and non- members of the corporation, but the chairman must be a Director.

Section 2. Number, and Qualifications. The number of directors shall be a minimum of eleven and a maximum of twenty-one, such number to be determined by the Board of Directors from time to time. One director shall represent each organizational member. The remaining directors, comprising at least 50% of the total, shall be individual members of this corporation, adults residing in the household of individual members of this corporation or representatives of Tylers Cove Association or West Shore Owners Association. .

Section 3. Terms of Directors

Subject to the staggering of initial terms of office, each director shall hold office for a three year term provided that such term shall sooner cease at any annual meeting following his or her election at which (1) such director (if an individual member or the organizational member he or she represents) fails to be eligible for membership under the criteria for membership set forth in Section 2 of Article III of these by-laws, (2) such director, if neither a member nor a representative of an organizational member, fails to qualify as an adult resident of the household of an individual member, (3) such director, if an individual member, the organizational member he or she represents, or the individual member in whose household such director resides, fails to pay by the June 1 prior to, or coinciding with, the date of the annual meeting, all dues and other charges assesses and made payable on or before June 1, or (4) such director fails to have attended at least two-thirds of all meetings of the Board of Directors held in the period between the said annual meeting and the previous annual meeting unless the Board determines that there are extenuating circumstances to such director's failure to attend at least two-thirds of such meetings.

Directors, whether or not they represent organizational members, shall be limited to two successive terms.

Section 4. Regular Meetings. A regular annual meeting of the board of directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The board of directors may provide by resolution the time and place, either within or without the State of Connecticut, for the holding of additional regular meetings of the board without other notice than such resolution. Directors may attend by conference call.

Section 5. Special Meetings. Special meetings of the board of directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the board may fix as the place of holding any special meeting of the board called by them.

Section 6. Notice. Notice of any special meeting of the board of directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or facsimile or electronic communication to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with the postage prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 7. Quorum. A minimum of one-half of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than one-half of the board of directors is present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

Section 9. Vacancies. Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 10. Compensation. Directors as such shall not receive any stated compensation for their services. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VI - OFFICERS

Section 1. Designation. The principal officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by and from the board of directors. The Directors may appoint an assistant Treasurer, and an assistant Secretary, and such other officers as in their judgment may be necessary. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election of Officers. The officers of the Corporation shall be elected biennially by the Board of Directors at the first meeting of the Board of Directors following an annual meeting and shall serve until their successors are elected and qualify. Officers shall be limited to two successive two-year terms..

Section 3. Removal of Officers. Upon an affirmative vote of a majority of the members of the board of directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the board of directors, or at any special meeting of the board of directors called for such purpose.

Section 4. President. The President shall be the chief executive officer of the corporation. He shall preside at all meetings of the members and of the board of directors. He shall have all of the general powers and duties which are usually vested in the office of President of a corporation.

Section 5. Vice President. The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice

President is able to act, the board of directors shall appoint some other member of the Board to so do on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him by the board of directors.

Section 6. Secretary. The Secretary shall keep the minutes of all meetings of the board of directors and the minutes of all meetings of the members of the Corporation; he shall have the custody of the seal of the Corporation; he shall have charge of the membership transfer books and of such other books and papers as the board of directors may direct; and he shall, in general, perform all the duties incident to the office of Secretary.

Section 7. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, or other depositories as shall be selected in accordance with the provisions of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the board of directors.

ARTICLE VII - CHECKS, DRAFTS, ETC.

All checks, drafts, and orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the corporation.

ARTICLE VIII - CERTIFICATES OF MEMBERSHIP

Certificates of Membership are not required to be issued by the corporation.

ARTICLE IX - BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, and shall keep at the registered or principal

office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE X - FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI - DUES

Section 1. Annual Dues. The board of directors may determine from time to time the amount of initiation fee, if any, annual dues payable to the corporation by members, and the method and time of payment of such dues.

ARTICLE XII - AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting if at least ten days written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting.

Know all men by these presents: That the undersigned Secretary of Lake Quassapaug Association, Inc. does hereby certify that the above and foregoing bylaws, as amended, were duly adopted by the members of said corporation, as bylaws of said corporation, on the 8th day of January, 2013, and that they do now constitute the bylaws of said corporation.

Attest:



Melanie B. Ricci, Secretary

Revised: 5/20/2014