

BYLAWS OF
HARBOUR WOODS ASSOCIATION, INC.

ARTICLE I
Introduction

These are the Bylaws of Harbour Woods Association, Inc.

ARTICLE II
Executive Board

Section 1 Number and Qualification; Termination of Declarant Control,

- (a) The affairs of the Common Interest Community and the Association shall be governed by an Executive Board consisting of five (5) persons, the majority of whom, excepting the members of the Executive Board elected by the Declarant, shall be Unit Owners of Residential Units and at least one member of the Executive Board shall be a Unit Owner of a Dock Unit. A Unit Owner who owns both a Residential Unit and a Dock Unit may be elected to the Executive Board and be considered to be both a Unit Owner of a Residential Unit and a Unit Owner of a Dock Unit. No more than one person, who is also a unit owner, may be elected to the Executive Board from any one unit. 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 except for those appointed by the Declarant. 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 terms of at least one third (1/3) of the members of the Executive Board shall expire annually, as established in a resolution of the members setting terms.
- (c) The provisions of the Declaration shall govern appointment of members of the Executive Board during the period of Declarant control.
- (d) The Executive Board shall elect the officers. Executive Board members and officers shall take office upon election.
- (e) At any time after Unit Owners other than the Declarant are entitled to elect a member of the Executive Board, the

Association shall call and give not less than ten (10) nor more than sixty (60) days notice of a meeting of the Unit Owners for this purpose. Such meeting may be called and the notice given by a Unit Owner if the Association fails to do so.

Section 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 Common Interest Community 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 these Bylaws. Those members of the Executive Board who are owners of Residential Units shall be responsible for the recommendation of Rules and Regulations for Residential Units and the Limited Common Elements restricted to use by owners of Residential Units. Those members of the Executive Board who are owners of Dock Units shall be responsible for the recommendation of Rules and regulations for Dock Units and Limited Common Elements restricted to use by owners of Dock Units.
- (b) Adopt and amend budgets for revenues, expenditures and reserves and collect assessments for Common Expenses from owners of Residential Units and Dock Units. Members of the Executive Board who are owners of Residential Units shall be responsible for the preparation of a budget for Common Expenses incurred with respect to Limited Common Elements restricted to use by owners of Residential Units. Members of the Executive Board who are owners of Dock Units shall be responsible for the preparation of a budget for Common Expenses incurred with respect to Limited Common Elements restricted to use by owners of Dock Units.
- (c) Hire and discharge managing agents
- (d) Hire and discharge employees, 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 Common Interest Community.
- (f) Make contracts and incur liabilities.
- (g) Regulate the use, maintenance, repair, replacement and modification of the Common Elements and the Units.

- (h) Cause additional improvements to be made as part of the Common Elements.
- (i) Acquire, hold, encumber and convey in its own name any right, title or interest to real property or personal property. Common Elements, however, may be conveyed or subjected to a security interest only pursuant to the Act.
- (j) Grant easements, leases, licenses and concessions 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 the Act, and for service 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 and Rules and Regulations of the Association.
- (m) Impose reasonable charges for the preparation and recordation of amendments to the Declaration, resale certificates required by 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 rights to future income, including the right to receive Common Expense assessments, subject to the limitations set forth in 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 or as specifically delegated by a 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 a Unit Owner within forty-five (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 3. - Standard of Care. In the performance of their duties, the officers and members of the Executive Board are required to exercise: (1) if appointed by the Declarant, the care required of fiduciaries of the Unit Owners; and, (2) if elected by the Unit Owners, ordinary and reasonable care.

Section 4. - Additional Limitations. The Executive Board may not act on behalf of the Association to amend the Declaration, to terminate the common interested community or to elect members of the Executive Board or determine the qualifications, powers and duties, or terms of office of Executive Board members, but the Executive Board may fill vacancies in its membership for the unexpired portion of any term.

Section 5. - Manager. The Executive Board may employ for the Common Interest Community, 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 set forth in subdivisions (a), (b), (c), (e), (h), (i), (j), (k), (l), (m), (n), (o), (p), (q), (r), and (s) of this Article. 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 6. - Removal of Member of the Executive Board. The Unit Owners, by a two-thirds (2/3) vote of all persons present and entitled to vote at any meeting of the Unit Owners at which a Quorum is present, may remove any member of the Executive Board with or without cause, other than a member appointed by the Declarant provided that the proposed removal was in the Notice of the meeting.

Section 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 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: (a) as to vacancies of Executive Board members whom Unit Owners other than the Declarant elected, by a majority of the remaining members constituting the Executive Board; and, (b) as to vacancies of members whom the Declarant has the right to appoint, by the Declarant. Each person so elected or appointed shall be a board member for the remainder of the term of the member so replaced.

Section 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. No notice shall be necessary to the newly elected board members order to legally constitute such meeting, provided a majority of the members shall be present thereat.

Section 9. - Meetings. Executive Board must meet at least two (2) times a year - does not include actions taken by unanimous consent. Meetings of the executive Board may be called by the President or by a majority of the members of the Executive Board on at least five (5) business days' notice to each member. The notice shall be hand-delivered, emailed or mailed and shall state the time, place and purpose of the meeting.

Section 10. - Location of Meetings. All meetings of the Executive Board shall be held within Stratford, unless all members thereof consent in writing to another location.

Section 11. - Waiver of Notice. Any member may waive notice of any meeting in writing. Attendance by an Executive Board member at any meeting of the Executive Board shall constitute a waiver of notice. If all the members are present at any meeting, no notice shall be required and any business may be transacted at such meeting.

Section 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 Executive Board. 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 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 the Association funds. The premiums on the bonds shall be a Common Expense.

Section 14. - Compensation. No member of the Executive Board shall receive any compensation from the Association for acting as such, although members acting as officers or employees may be compensated for such duties.

Section 15. - Consent to Corporate Action. If all the members of the Executive Board or all members of a committee established for such purposes, as the case may be, severally or collectively consent in writing to any action taken

or to be taken by the Association, and the number of the members of the Executive Board or committee constitutes a quorum for such action, such action shall be a valid corporate action as though authorized at a meeting of the Executive Board or a committee. The Secretary shall file such consents with the minutes of the meetings of the Executive Board.

Section 16. - Acts of the Association. Unless approval by Unit Owners an/or a specific percentage of the Executive Board is required by the Declaration, certificate of incorporation of the Association, these Bylaws, or applicable law, all approvals or actions required or permitted to be given or taken by the Association shall be given or taken by the Executive Board, without the consent of the Unit Owners. Whenever the Executive Board grants an approval or takes an action the proper officers of the Association shall be automatically authorized and empowered to effect the intent of such approval or action without the need for a specific resolution granting such power and authority. In any case, action or approvals of the Association may be taken or given subject to any conditions the Association may deem appropriate. The President, Vice President, or Manager may prepare or cause to be prepared, and may executed amendments to the Declaration, and the Secretary shall certify the signatures and authority thereof, and cause the amendments to be duly recorded.

ARTICLE III Unit Owners

Section 1. - Annual Meeting. Annual meetings shall be held at such time as the Executive Board may designate. At such meeting, 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 a may properly come before them.

Section 2. - Budget Meeting. Meetings to co_nsider the proposed budget shall be called in accordance with the provisions of the Declaration. The budget may be considered at Annual or Special Meetings called for other purposes as well.

Section 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 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 (20%) percent of the Votes in the Association.

Section 5. - Notice-of Meetings. Not less than ten (10) nor more than sixty (60) days in advance of any meeting, the Secretary or other officer

specified in these Bylaws shall cause notice to be hand-delivered, emailed or sent prepaid by United States mail to the mailing 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 6. - Adjournment of Meetings. 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 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) Reports;
- (e) Establish number and term of membership of the Executive Board (if required and noticed);
- (f) Election of inspectors of election (when required);
- (g) Election of members of the Executive Board (when required); (h) Ratification of Budget (if required);
- (i) Unfinished business.

Section 8. - Voting

- (a) Each owner of a Residential Unit shall be entitled to six (6) votes. Each owner of a Dock Unit is entitled to one (1) vote. The owner of each Residential Unit that may be added into the Condominium by virtue of the exercise of Development Rights set forth in the Declaration shall be entitled to six (6) votes.
- (b) If only one of several owners of a Unit is present at a meeting of the Association, that owner is entitled to cast all votes allocated to that Unit. If more than one of the owners is present, the vote allocated to that Unit may be cast only in accordance with the agreement of a majority in interest of the owners. There is a 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.

- (c) Votes may be cast pursuant to a proxy duly executed by Unit O. If a Unit is owned by more than one person, each owner of the Unit may vote or register a 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.
- (d) 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 qualified to vote.
- (e) No votes allocated to a Unit owned by the Association may be cast.

Section 9. - Quorum. Except as otherwise provided in these Bylaws, Unit Owners present in person or by proxy at any meeting of Unit Owners shall constitute a quorum.

Section 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 to the extent that the Declaration, these Bylaws or any law require a higher percentage Vote.

ARTICLE IV Officers

Section 1. - Designation. The principal officers of the Association shall be the President, Vice President, Secretary and Treasurer; all of whom shall be elected by the Executive Board. The Executive Board may appoint an assistant treasurer, an assistant secretary, and other officers as in their judgment may be necessary. The President, Vice President, and Treasurer must be members of the Executive Board. The President may not concurrently occupy the office of Vice President or Secretary. Any other offices may be held by the same person(s). The office of Vice President may be vacant.

Section 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 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 called for that purpose.

Section 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 incidental 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 time to time as he may in his discretion decide are 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.

Section 5. – Vice President. The Vice President shall take the place of the President and perform the President's 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 6. – Secretary. The Secretary shall keep the minutes of all meetings of the Unit Owners and the Executive Board. The Secretary shall have charge of such books and papers as the Executive Board may direct and shall generally perform all duties incidental 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 Bylaws on behalf of the Association following authorization by the approval of the particular amendment as applicable.

Section 7. – Treasurer. The Treasurer shall be responsible for Association funds, securities, full and accurate financial records and books of account showing all receipts and disbursements, and for the preparation of all required financial and other valuable effects in such depositories as may from time to time be designated by the Executive Board. The Treasurer shall generally perform all the duties incidental 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 8 .- Agreements, Contracts, Deeds, Checks, Etc.. Except as specifically provided for in these Bylaws and the Declaration, 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.

Section 9. - Compensation. The Executive Board may provide for compensation of officers of the Association.

Section 10. Resale Certificates and Statements of Unpaid Assessments.

The Treasurer, assistant treasurer, 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 and statements of unpaid assessments in accordance with 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 payments shall be established by resolution of the Executive Board. The Association may refuse to furnish resale certificates and statement 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 1. - Abatement and Enjoinment of Violations by Unit Owners. The violation of any of the Rules and Regulations adopted by the 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 removed, 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 2. - Fine for Violation. By resolution, following Notice and Hearing, the Executive Board may levy a fine of no less than \$25.00 per day and no more than \$50.00 per day for each day that a violation of the Instruments or Rules and Regulations persists after such Notice and Hearing.

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 33-455 and 33-454a of Chapter 600 of the Connecticut General Statutes, as the same may be amended from time to time (the provisions of which are hereby incorporated by reference and made a part hereof).

ARTICLE VII
Records

Section 1. - Records and Audits. The Association shall maintain accounting records, which shall include:

- (a) a record of all receipts and expenditures;
- (b) an account for each Unit which shall designate the name and address of each Unit Owner, the amount of each Common Expense assessment, the dates on which the assessment comes due, the amounts paid on the account, and the balance due;
- (c) a record of the actual cost, irrespective of discounts and allowances, of the maintenance of the Common Elements;
- (d) an accurate account of the current balance in reserve for replacement and for emergency repairs.

Financial records shall be maintained and audited in accordance with the Declaration. The cost of audits shall be a Common Expense unless otherwise provided in the Instruments.

Section 2. - Examination. All records maintained by the Association or Manager shall be available for inspection and copying by a Unit Owner, mortgagee, or any Unit Owner's duly authorized agents or attorneys during normal business hours and only upon reasonable notice. The cost of reproducing documents shall be borne by the person or entity requesting copies.

Section 3. - Statutory Records. The Association shall keep sufficiently detailed financial records so as to enable the Association to comply with the Act.

The Association shall maintain the following records:

- (a) An account for each Unit showing the amounts of monthly Common Expenses assessments currently due and payable from each Unit Owner.
- (b) An account for each Unit Owner showing any other fees payable by each Unit Owner.
- (c) A record of the amount of any capital expenditures anticipated by the Association for the current and subsequent fiscal year.
- (d) A record of the amount of any reserves for capital expenditures. (e)

The current operating budget adopted and ratified pursuant to the Act.
- (f) A record of any unsatisfied judgments against the Association and the existence of any pending suits in which the Association is a defendant.
- (g) A record of insurance coverage provided for the benefit of Unit Owners.

Section 4. – Form Resale Certificate. The Executive Board shall adopt a form resale certificate to satisfy the requirements of the Act.

ARTICLE VIII Amendments to Bylaws

Section 1. – Amendments to Bylaws. These Bylaws shall be amended only by Vote of two-thirds (2/3) of the members of the Executive Board at any meeting duly called for such purposes following the opportunity for Notice and Comment by all Unit Owners.

ARTICLE IX Miscellaneous

Section 1. – Notice. 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. Except as otherwise provided, all notices to any Unit Owner shall be sent to his address as it appears in the records of the Association. All notices that are sent 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 mailed, except notices of changes of address which shall be deemed to have been given when received.

Section 2. – Fiscal Year. The Executive Board shall establish the fiscal year of the Association.

Section 3. – Waiver. No restriction, condition, 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 4. – Office. The principal office of the Association shall be on the Property of at such other place as the Executive Board may from time to time designate.

Section 5. - Common Interest Ownership Act

The Association will act in accordance with the Common Interest Ownership Act, Sections 47-200 through Section 47-299 of the Connecticut State General Statutes.

Certificate to the Bylaws adopted by the unit owners of Harbour Woods Association, Inc., by resolution made, seconded and passed on June 7, 2020, after notice and hearing at a meeting on said date.

The Harbour Woods Association, Inc.
Executive Board

By: 
Kevin A. Coles, its President

By: 
Robert Gonya, its Secretary