

BY-LAWS OF BROOKFIELD HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I

Introduction

These are the Bylaws of BROOKFIELD HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II

Executive Board of Directors

Section 2.1 - Number and Qualifications; Termination of Developer Control.

- (a) The affairs of the Company shall be governed by an Executive Board consisting of three (3) persons, the majority of whom, excepting the members of the Executive Board elected by the Developer, shall be Lot Owners. If any Lot is owned by a partnership or corporation, any officer, partner or employee of that Lot Owner shall be eligible to serve as a board member. The members of the Executive Board shall be elected by the Lot Owners except for those appointed by the Developer. At any meeting at which board members are to be elected, the Lot 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. The initial Executive Board appointed by the Developer may be one in number.
- (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 Developer shall appoint the members of the Executive Board until such time as he no longer owns a lot in the Brookfield Subdivision.
- (d) The Executive Board shall elect the officer. The Executive Board members and officers shall take office upon election.
- (e) At any time after Lot Owners other than the Developer are entitled to elect a member of the Executive Board,

the Association shall call and give not less than ten or more than sixty days notice of a meeting of the Lot Owners for this purpose. Such meeting may be called and the notice given by any Lot 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 Bylaws or the Act. The Executive Board shall have the powers and duties necessary for the administration of the affairs of the Association which shall be limited to compliance with the Association's obligations as set forth below:

- (a) Enforce the Declaration Of Brookfield Homeowners' Association, Inc.
- (b) Adopt and amend Bylaws and Rules and Regulations subject to the limitations of the Declaration and below;
- (c) Adopt and amend budgets for revenues, expenditures and reserves and collect assessments for Common Expenses from Lot Owners;
- (d) The Association shall (i) own, operate and maintain all common elements associated with the Property, including, without limitation, Open Spaces, Active Play Areas and, Conservation Easements; (ii) comply with and enforce all on-going conditions contained in the permits and approvals applicable to the Property, including without limitation, inland wetland permits and subdivision approval; (iii) have authority to assess each lot owner for the reasonable costs and expenses of the Association; and (iv) assume and discharge the responsibilities and obligations of the Associations pursuant to the Declarations.
- (e) The Association shall purchase general liability and casualty insurance for all open space and common areas under its contract.

Section 2.3 - 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 Developer, the care required of fiduciaries of the Lot Owners and (2) if elected by the Lot Owners, ordinary and reasonable care.

Section 2.4 - Removal of Members of the Executive Board. The Lot Owners, by a two-thirds vote of all persons present and entitled to vote at any meeting of the Lot 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 Developer.

Section 2.5 - Vacancies. Vacancies in the Executive Board caused by any reason other than the removal of a member by a Vote of the Lot 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, (a) as to vacancies of Executive Board members whom Lot Owners other than the Developer elected,

by a majority of the remaining such members constituting the Executive Board, (b) as to vacancies of members whom the Developer has the right to appoint, by the Developer. Each person so elected or appointed shall be a board member for the remainder of the term of the Director so replaced.

Section 2.6 - Organization Meeting. The first meeting of the Executive Board following each annual meeting of the Lot Owners shall be held within ten (10) days thereafter at such time and place as shall be fixed by the Lot Owners at the meetings at which such Executive Board shall have been elected. No notice shall be necessary to the newly elected board members in order to legally constitute such meeting, providing a majority of the members shall be present thereat.

Section 2.7 - Meetings. 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 three (3) business days' notice to each member. The notice shall be hand-delivered or mailed and shall state the time, place and purpose of the meeting.

Section 2.8 - Location of Meetings. All meetings of the Executive Board shall be held within Seymour, Connecticut, unless all members thereof consent in writing to another location.

Section 2.9 - 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 business.

Section 2.10 - 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 2.11 - 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 are a Common Expense.

Section 2.12 - 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 2.13 - 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 as though it had been authorized at a meeting of the Executive

Board or the committee, as the case may be. The Secretary shall file such consents with the minutes of the meetings of the Executive board.

### ARTICLE III

#### Lot Owners

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

Section 3.2 - Place of Meetings. Meetings of the Lot Owners shall be held at such suitable place convenient to the President.

Section 3.3 - Special Meetings. Special meetings of the Association may be called by the President, a majority of the Executive Board.

Section 3.4 - Notice of Meetings. Not less than ten nor more than sixty days in advance of any meeting, the secretary or other officer specified in the bylaws shall cause notice to be hand-delivered or sent prepaid by United States mail to the mailing address of each Lot or to any other mailing address designated in writing by the Lot 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 any officer or member of the Executive Board. No action shall be adopted at a meeting except as stated in the notice.

Section 3.5 - Adjournment of Meeting. At any meeting of Lot Owners, a majority of the Lot Owners who are present at such meeting, either in person or by proxy, may adjourn the meeting to another time.

Section 3.6 - Order of Business. The order of business at all meetings of the Lot Owners shall be as follows:

- (a) Roll call (or check-in procedure).
- (b) Proof of notice of meeting
- (c) Reading of minutes or preceding meeting.
- (d) Reports
- (e) Establish number and term or 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.

(j) New business.

### Section 3.7 - Voting.

- (a) If only one of several owners of a Lot is present at a meeting of the Association, that owner is entitled to cast all the votes allocated to that Lot. If more than one of the owners are present, the votes allocated to that Lot 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 Lot without protest being made promptly to the person presiding over the meeting by any of the other owners of the Lot.
- (b) Votes allocated to a Lot may be cast pursuant to a proxy duly executed by a Lot Owner. If a Lot is owned by more than one person, each owner of the Lot may vote or register protest to the casting of Votes by the other owners of the Lot through a duly executed proxy. A Lot 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 partnership in the absence of express

notice of the designation of a specific person by the owning require reasonable evidence that a person voting on behalf of a corporation, partnership or business trust owner is qualified so to the vote.

Section 3.8 - Quorum. Except as otherwise provided in these Bylaws, the Lot Owners present in person or by proxy, at any meeting of Lot Owners shall constitute a quorum at all meetings of the Lot Owners.

Section 3.9 - Majority Vote. The Vote of a Majority of the Lot Owners present in person or by proxy at a meeting at which a quorum shall be present shall be binding upon all Lot Owners for all purposes except where in the Declaration, these Bylaws or by law, a higher percentage Vote is required.

## 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, as assistant secretary, and such other officers as in its judgment may be necessary. The president and vice president, but no other officers, need to be members of the Executive Board. Any two offices may be held by the same person. The office of the 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 affirmative Vote of a majority of the members of the Executive Board, any officer may be removed, with or without cause, and his successor may be elected at any regular 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 Lot 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 non-stock corporation organized under the Laws of the State of Connecticut, including but not limited to the power to appoint committees from among the Lot 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 Lot 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 non-stock corporation organized under the Laws of the State of Connecticut. The secretary may cause to be prepared any 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 reports and books of account showing all receipts and disbursements, and for the preparation 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 non-stock 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 by or controlled by the Association, or as fiduciary for others.

Section 4.8 - Agreements, Contracts, Deeds, Checks, etc. 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.

## ARTICLE V

### Indemnification

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

## ARTICLE VI

### Records

Section 7.1 - 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 Lot which shall designate the name and address of each Lot 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) An accurate account of the current balance in the reserve for replacement and for emergency repairs.

Section 7.2 - Examination. All records maintained by the Association shall be available for examination and copying by any Lot Owner, 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 - Statutory Records. The Association shall keep financial records sufficiently detailed to enable the Association to comply with Section 47-270 of the Act as follows:

- (a) An account for each Lot showing the amounts of monthly or yearly Common Expense assessments currently due and payable from each Lot Owner.
- (b) An account for each Lot Owner showing any other fees payable by each Lot Owner.
- (c) A record of any capital expenditures anticipated by the Association for the current and next succeeding fiscal year.
- (d) A record of the amount of any reserves for capital expenditures.
- (e) The current operating budget adopted pursuant to Section 47-257(a) of the Act and ratified pursuant to the procedures of Section 47-245(c).
- (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 Lot Owners.

## 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 Lot Owners and to all mortgagees of Units. Except as otherwise provided, all notices to any Lot Owner shall be sent to his address as it appears in the records of the Association. All notices to mortgagees on 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 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.