

AMENDED AND RESTATED BY-LAWS OF CRYSTAL POND ASSOCIATION, INC.

(updated March 23, 2022)

**Article 1:**

Crystal Pond Association, Inc., a non-stock Corporation, located in the towns of Eastford and Woodstock, Connecticut.

**Article 2:**

Section 1 - Purposes:

The nature of activities to be conducted and purposes to be promoted or carried about by the Corporation shall be exclusively charitable, educational and scientific within the meaning of Section 501(c)3 of the Internal Revenue Code of 1986 (the "Code"). More specifically, the mission of the Corporation is to promote the common good of the residents of Crystal Pond and the communities of Eastford and Woodstock, Connecticut through the preservation of Crystal Pond and its surrounding watershed. The specific activities and purposes to be conducted, promoted, and carried out by the Corporation shall include:

- a) To own, preserve, maintain and repair the dam and manage the water level of Crystal Pond in the towns of Eastford and Woodstock, in the State of Connecticut
- b) To promote an interest in preserving and maintaining the ecology and natural environment of said Crystal Pond and surrounding area.
- c) To promote studies and make recommendations for the use and enjoyment of said Pond.
- d) To raise funds to effectuate such purposes.

Section 2 – Non-Profit: The Corporation is non-profit and shall not have or issue shares of stock or pay dividends. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II, Section 1 of these By-Laws.

Section 3 – Restrictions: The Corporation shall not exercise any powers or privileges, nor conduct any activities, which are not permitted for a corporation whose purposes are exclusively charitable, educational and scientific, and which is exempt from federal income tax under Section 501(c)(3) of the Code as a corporation described in said section and

contributions to which are tax deductible under Section 170(a) of the Code, and which is a public charity under Section 509 of the Code (a corporation enjoying all such tax attributes is hereinafter called a "tax-qualified charity"). No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or against any candidate for public office. Notwithstanding any other provisions of these By-Laws, the Corporation shall not be empowered to conduct any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code (or corresponding section of any future federal tax code).

#### Article 3 – Membership:

Membership is limited to record owners of lots fronting on said Pond regardless of the lot size, and record owners of lots that do not front directly on the Pond provided that access to the Pond has been granted, in the deed conveying title to said lots, by a record owner/owners of a lot fronting directly on said Pond. The owner, or owners or their spouses, of said lot or lots will have but one vote in the affairs of said corporation. Payment by such lot owner or owners of annual dues as established at the annual meeting of said corporation qualifies such owner or owners to be a member or members of said corporation. Annual dues are due and payable on or before the 1st of June of each year to renew membership and voting eligibility.

#### Article 4 – Board of Directors:

Section 1 – Membership; Eligibility: There shall be a board consisting of nine (9) Directors, who are members of the Association, in whom shall be vested all the power and authority necessary to carry out the purpose of the corporation as established in its Article of Origin and these by-laws and as allowed in the Connecticut General Statutes.

Section 2 – Compensation of Directors: All Directors shall serve without compensation. However, the Board of Directors may reimburse any Director for necessary and reasonable expenses incurred in the performance of the business of the Corporation.

#### Article 5 – Election of Directors:

The Directors shall be elected by majority vote of the membership at a duly called meeting of the membership. In the establishing of the nine (9) member Board of Directors. Three Directors shall serve for a term of three (3) years; three Directors shall serve for a term of two (2) years; and three Directors shall serve for a term of one (1) year, thereafter three Directors

shall be elected each year to serve a term of three years. They shall hold office until their successors are elected.

**Article 6 – Meetings:**

The annual meeting of the Association shall be held on the 1st Saturday in August at a convenient location per notification under the direction of the President or Secretary. Notice shall be provided to members at their address via the USPS or sent via email to the member's email address as registered on their membership not less than seven days before the date of the meeting. Other meetings may be called by the President as necessary or upon petition of the '15% of the registered paid up membership. Notice of such meetings will be the same as annual meetings. A quorum shall be 15% of the registered paid up membership.

**Article 7 – Meetings of board of directors:**

A meeting of the Board of Directors shall be held annually 10 days before the annual meeting of the membership and shall hold such other meetings as required.

**Article 8 – Officers:**

**NAME, NUMBER & ELECTION**

The Corporation shall have the following officers: President, Vice President, Secretary and Treasurer

**PRESIDENT**

The President shall preside over all meetings of the Association and of the Board of Directors. He shall have general and active management of the Corporation and shall see that all orders and resolutions of the members and the Board of Directors are carried into effect. He shall be ex officio a member of all committees.

**VICE PRESIDENT**

It shall be the duty of Vice President to assist the President in the discharge of all his duties and to officiate in his absence or inability to perform his duties.

**SECRETARY**

It shall be the duty of the Secretary to keep a complete record of all meetings, a record of membership and such other duties as ordinarily pertain to this office.

**TREASURER**

The Treasurer shall be responsible for all the financial duties usually required by a Treasurer of a Corporation. He shall have custody of all funds, make financial reports at meetings and

perform such other duties as pertain to this office. He shall collect, deposit and keep a record of all monies due the Corporation and pay all bills with the approval of the President and Treasurer. The Treasurer shall maintain such reports as may be required by the provisions of section 501 (c) (3) of the Internal Revenue Code of 1986 or any applicable provisions of the Connecticut General Statutes. In preparing such reports and financial statements the Treasurer may employ professional services as may be approved by the Board.

The officers of the Corporation shall be elected from the Board of Directors by a majority vote of the Board at their 1st meeting following the annual meeting of the members or any other special meeting called for such purposes, except if no Treasurer is so elected, the President shall serve as Treasurer.

**Article 9 – Removal, Resignation and Filling of vacancies:**

Any director or officer may be removed for cause at the Annual Meeting or any special meeting of the members called for that purpose by a vote of a majority of the members present and voting at any meeting when there is a quorum.

If any vacancy occurs in the Board of Directors or in any office of this Corporation, the Board of Directors may fill such vacancy as necessary to conduct the business of the corporation until such vacancy is filled at the Annual Meeting of the members or any special meeting called for the specific purpose of filling said vacancy.

**Article 10 – Committees:**

The Board of Directors shall appoint committees who may or may not be members of the Board of Directors. Committees may be appointed as necessary.

**Article 11 – Assessments:**

Should any extraordinary expenses be anticipated or incurred by the Association the Board of Directors shall call a meeting of the members to propose an equitable distribution of such expenses among the Association members and/or property owners on Crystal Pond.

**Article 12 – Fiscal Year:**

The Fiscal year of the Corporation shall be the calendar year.

**Article 13 – Office/Books and Records:**

The principal office of the Association shall be designated by the Board. In the absence of any designation, the residence of The President shall be deemed the principal office. Any member of the

corporation or his agent or attorney may inspect all books and records of the Association, on reasonable notice, by appointment with Secretary. In this connection, inspection of the books and records of the corporation may be made by members of the general public on the same terms and conditions where required by and consistent with the provisions of IRC 501 (c) (3) or any corresponding provisions of any subsequent Federal tax law or with the provisions of the Connecticut General Statutes applicable to the Association. All bank accounts will be maintained at federally insured banking institutions. The business of the corporation shall be conducted in accordance with the provision of the Connecticut General Statutes applicable to the Association.

#### **Article 14 – Amendments:**

These by-laws may be amended or repealed by a majority vote of members present at the meeting. Any amendment to said by-laws shall be sent to all members at least 30 days prior to any meeting to amend said by-laws.

#### **Article 15 – Dissolution**

In the event of dissolution of the Corporation, or the winding up of its affairs, or in the event the Corporation shall cease to carry out the objectives and purposes set forth herein, or other liquidation of its assets, the Corporation's assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (7) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.