AMENDED AND RESTATED BY-LAWS OF CRYSTAL POND ASSOCIATION, INC.
(updated August 1, 2026)

Article 1:

Crystal Pond Association, Inc., a non-stock corporation (the "Corporation"), located in the towns of Eastford and Woodstock, Connecticut. These By-Laws amend and restate in their entirety the prior By-Laws of the Corporation and are intended to supplement and implement applicable provisions of law and of the Certificate of Incorporation of the Corporation, as amended from time-to-time (the "Certificate of Incorporation").

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, located in the Towns of Eastford and Woodstock, Connecticut ("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.
b) To promote an interest in preserving and maintaining the ecology and natural environment of Crystal Pond and the surrounding area.
c) To promote studies and make recommendations for the use and enjoyment of Crystal 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 2, 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 established by agreeing to be a member in format required by the Board (which may include online registration) and paying to the Corporation the Board-established annual contribution to the Corporation on or prior to the convening of each annual meeting of the Corporation, and is limited to (1) record owners of lots fronting on Crystal Pond regardless of the lot size ("Lake Front Owners" and "Lake Front Lots"), and (2) record owners of lots that do not front directly on Crystal Pond but that are adjacent to a Lake Front Lot (an "Adjacent Owner" and an "Adjacent Lot") and who have been granted legal access rights to Crystal Pond in a deed conveying title to the Adjacent Lot that is recorded on the applicable land records prior to December 31, 2025. For each Lake Front Lot and each Adjacent Lot, the owner or owners of said lot who are members will have one vote in the affairs of the Corporation, and if the same owner or owners are the record owners of more than one Lake Front Lot or Adjacent Lot, they have shall one vote for each lot, provided that they pay annual contributions for each lot and except that the Board may limit the number of votes of the same owner or owners of more than one lot to 10% of the total membership vote for purposes of any meeting or action of the members. In order to be a member, a lot owner or owners must be current in the payment of annual contributions to the Corporation. Annual contributions are due and payable on or before the convening of each annual meeting of the Corporation in order to maintain membership and voting eligibility.

Article 4 – Board of Directors:

Section 1 – Membership; Eligibility: There shall be a board of directors (the "Board") consisting of nine (9) Directors, who are members of the Corporation, in whom shall be vested all the power and authority necessary to carry out the purpose of the Corporation as established in its Certificate of Incorporation 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 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, 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, and thereafter three Directors shall be elected each year to serve a term of three years. Directors shall hold office until their successors are elected.

Article 6 – Meetings:

An annual meeting of the Corporation shall be held at such time and place as is determined by the Board for the election of directors and the transaction of other business as may properly come before the members. Other meetings may be called by the President as necessary or upon petition of 15% of the registered, paid-up membership. The Board may, by resolution, fix a record date for the purpose of determining the members entitled to notice of a meeting of the members, to demand a special meeting, to vote or to take any other action. Such record date may not be more than seventy (70) days before the meeting or action requiring determination of members. A quorum shall be 15% of the registered paid-up membership.

Notice of any meeting shall be given to each member entitled to vote at such meeting as of the applicable record date, or as of the giving of such notice, if no record date has been fixed by the Board. Unless otherwise provided herein or required by law, notice may be communicated in person, by mail or other method of delivery, or by telephone, voicemail or other electronic means, or by other method permitted by law, not less than ten (10) days but no more than sixty (60) days before the date of the meeting.

When an annual, regular or special meeting is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment.

Article 7 – Meetings of Board of Directors:

Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the board of directors may be called at any time by the President or by a majority of the Directors.

Unless stated in a written notice of the meeting, no vote on the removal of a director or the adoption, amendment or repeal of these By-Laws or the Certificate of Incorporation may occur. Notice of each special meeting of the Board shall include the date, time and place of the meeting and shall be given in person, by mail or other method of delivery, or by telephone, voicemail or other electronic means not less than two (2) days before the date of the meeting and shall state the purpose or purposes for which the meeting is called.

Article 8 – Officers:

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

PRESIDENT

The President shall preside over all meetings of the Corporation and of the Board. The President shall have general and active management of the Corporation and shall see that all orders and resolutions of the members and the Board are carried into effect. The President shall be ex officio 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. In furtherance of this duty, the Secretary shall compile and maintain an up-to-date contact list for the membership consisting of last known mailing address, telephone and email address. In addition, the Secretary shall be responsible for such communications with the membership as deemed advisable by the Board, including, but not limited to periodic emails, and appropriate communications to members and others who make special donations to the Corporation.

TREASURER

The Treasurer shall be responsible for all the financial duties usually required by a treasurer of a corporation. The Treasurer shall have custody of all funds, make financial reports at meetings and perform such other duties as pertain to this office. The Treasurer shall collect, deposit and keep a record of all monies due the Corporation and pay all bills with the approval of the President, or the Vice President, or the Board. 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 first 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 shall appoint committees who may or may not be members of the Board of Directors. Committees may be appointed as necessary.

Article 11 – Fiscal Year:

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

Article 12 – Office/Books and Records:

The principal office of the Corporation 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 such member's lawful agent or attorney may inspect all books and records of the Corporation, on reasonable notice, by appointment with the 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 Corporation. 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 Corporation.

Article 13 – Amendments:

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

Article 14 – 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.