

**THE COMMON AT SINNOTT FARM
RULES AND BYLAWS**

AMENDMENT H

GENERAL BYLAWS UPDATE

Purpose: To update the Rules and Bylaws of The Common at Sinnott Farm, Inc. for the purpose of complying with the 2009 and 2010 amendments to the Common Interest Ownership Act (Chapter 828) of the Connecticut General Statutes. This statute, also known as "CIOA," applies to common interest communities created on or after January 1, 1984. Portions of the amendments were effective upon enactment in 2009. The rest became effective on July 1, 2010.

Proposed: Update the applicable sections of the Bylaws, in whole or in part, to reflect the recent changes in the Common Interest Ownership Act (Chapter 828) of the Connecticut General Statutes. In all cases, the section/s noted below are to be repealed and the new section established therefore.

Section 2.2 - Powers and Duties: The Executive Board shall act in all instances on behalf of the Association, except as provided in the Declaration, the Bylaws or the Act. The Executive Board will have the powers and duties necessary for the administration of the affairs of the Association and of the Common Interest Community, which will include, but not be limited to, the following:

- (a) Shall adopt and may amend Bylaws and may adopt and amend Rules subject to the limitations of the Declaration and below;
- (b) Shall adopt and may amend budgets for revenues, may adopt and amend special assessments, may collect assessment for common expenses from Unit Owners and may invest funds of the Association;
- (c) May hire and discharge managing agents;
- (d) May hire and discharge employees and agents other than managing agents and independent contractors;
- (e) May institute, defend or intervene in litigation, arbitration, mediation 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) Shall provide notice to the Unit Owners of any legal proceeding in which the Association is a party other than proceedings involving enforcement of Rules, recovery of unpaid assessments or other sums due the Association, or defense of the Association's lien on a Unit in a foreclosure action commenced by a third party.
- (g) May make contracts and incur liabilities;
- (h) May regulate the use, maintenance, repair, replacement and modification of the Common Elements;
- (i) May cause additional improvements to be made as a part of the Common Elements;
- (j) May acquire, hold, encumber and convey in its own name any right, title or interest to real property or personal property but Common Elements may be conveyed or subjected to a Security Interest only pursuant to Section 47-254 of the Act;

- (k) May grant easements, for any period of time including permanent easements and leases, licenses and concessions for no more than one year, through or over the Common Elements;
- (l) May impose and receive any payments, fees or charges for the use, rental or operation of the Common Elements other than Limited Common Elements in subsections (2) and (4) of Section 47-221 of the Act, and for services provided to Unit owners;
- (m) May 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 of the Association;
- (n) May impose reasonable charges for the preparation and recordation of amendments to the Declaration, resale certificates required by Section 47-270 of the Act or statements of unpaid assessments;
- (o) May provide for the indemnification of its officers and Executive Board and maintain directors' and officers' liability insurance;
- (p) May assign its right to future income, including the right to receive common expense assessments;
- (q) May exercise any other powers conferred by the Declaration or Bylaws;
- (r) May exercise all other powers that may be exercised in this state by legal entities of the same type as the Association;
- (s) May exercise any other powers necessary and proper for the governance and operation of the Association;
- (t) May by resolution, establish committees, permanent and standing, to perform any functions above as specifically delegated in the 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 any 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;
- (u) May require, by Rule, that disputes between the Executive Board and Unit Owners or between two or more Unit Owners regarding the Common Interest Community must be submitted to nonbinding alternative dispute resolution in the manner described in the Rule as a prerequisite to commencement of a judicial proceeding; and
- (v) May suspend any right or privilege of a Unit Owner who fails to pay an assessment, but may not:
 - 1. Deny a Unit Owner or other occupant access to the owner's Unit or its Limited Common Elements;
 - 2. Suspend a Unit Owner's right to vote or participate in meetings of the Association;
 - 3. Prevent a Unit Owner from seeking election as a director or officer of the Association; or
 - 4. Withhold services provided to a Unit or Unit Owner by the Association if the effect of withholding the service would be to endanger the health, safety or property of any person.

(w) May determine whether to take enforcement action by exercising the Association's power to impose sanctions or commencing an action for a violation of the Declaration, Bylaws and Rules, including whether to compromise any claim for unpaid assessments or other claim made by or against it. The Executive Board does not have a duty to take enforcement action if it determines that, under the facts and circumstances presented:

1. The Association's legal position does not justify taking any further enforcement action;
2. The covenant, restriction or rule being enforced is, or is likely to be construed as, inconsistent with law;
3. Although a violation may exist or may have occurred, it is not so material as to be objectionable to a reasonable person or to justify expending the Association's resources; or
4. It is not in the Association's best interests to pursue an enforcement action.

The Executive Board's decision under this section not to pursue enforcement under one set of circumstances does not prevent the Executive Board from taking enforcement action under another set of circumstances, except that the Executive Board may not be arbitrary or capricious in taking enforcement action.

Section 2.2 A – Rules: At least ten days before adopting, amending or repealing any Rule, the Executive Board shall give all Unit Owners notice of:

- (1) Its intention to adopt, amend or repeal a Rule and shall provide the text of the Rule or the proposed change and a date on which the Executive Board will act on the proposed Rule or amendment after considering comments from Unit Owners;
- (2) Following adoption, amendment or repeal of a Rule, the Association shall notify the Unit Owners of its action and provide a copy of any new or revised Rule;
- (3) Subject to the provisions of the Declaration, the Association may adopt Rules to establish and enforce construction and design criteria and aesthetic standards. If the Association adopts such Rules, the Association shall adopt procedures for enforcement of those Rules and for approval of construction applications, including a reasonable time within which the Association must act after an application is submitted and the consequences of its failure to act;
- (4) A Rule regulating display of the flag of the United States must be consistent with federal law. In addition, the Association may not prohibit display, on a Unit or on a Limited Common Element adjoining a Unit, of the flag of this state, or signs regarding candidates for public or Association office or ballot questions, but the Association may adopt Rules governing the time, place, size, number and manner of those displays;

- (5) Unit Owners may peacefully assemble on the Common Elements to consider matters related to the Common Interest Community, but the Association may adopt Rules governing the time, place and manner of those assemblies;
- (6) The Association may adopt Rules that affect the use of or behavior in Units that may be used for residential purposes, only to:
 - a. Implement a provision of the Declaration;
 - b. Regulate any behavior in or occupancy of a Unit which violates the Declaration or adversely affects the use and enjoyment of other Units or the Common Elements by other Unit Owners;
 - c. Restrict the leasing of residential Units to the extent those Rules are reasonably designed to meet underwriting requirements of institutional lenders that regularly make loans secured by first mortgages on Units in Common Interest Communities or regularly purchase those mortgages.
- (7) An Association's internal business operating procedures need not be adopted as Rules; and
- (8) Each Rule of the Association must be reasonable.

Section 2.3 - Standard of Care: In the performance of their duties, officers and members of the Executive Board shall exercise the degree of care and loyalty to the Association required of an officer or director of a corporation organized under Chapter 602 and are subject to the conflict of interest rules governing directors and officers under Chapter 602.

Section 2.6 - Removal of Directors: Unit Owners present in person or by proxy at any meeting of the Unit Owners at which a quorum is present, or voting by ballot, may remove any member of the Executive Board, with or without cause, if the number of votes cast in favor of removal exceeds the number of votes cast in opposition to removal, except that the Unit Owners may not consider whether to remove a member of the Executive Board at a meeting of the Unit Owners unless that subject was listed in the notice of the meeting or in the notice of the vote by ballot. Any meeting at which a vote to remove a member of the Executive Board is to be taken, the member being considered for removal must have a reasonable opportunity to speak before the vote. If the vote is taken by ballot, the member being considered for removal shall be given a reasonable opportunity to deliver information to Unit Owners.

Section 2.9 -- Meetings: Regular meetings may be set by a schedule adopted by resolution of the Executive Board and no further notices will be required.

The following requirements apply to meetings of the Executive Board and committees of the Association authorized to act for the Association:

- A. Meetings shall be open to the Unit Owners and to a representative designated by any Unit Owner except during executive sessions. The Executive Board and those committees may hold an executive session only during a regular or special meeting of the Board or a committee. No final vote or action may be taken during an executive session. An executive session may be held only to (a) consult with the Association's attorney concerning legal matters (b) discuss existing or potential litigation or mediation, arbitration or administrative proceedings (c) discuss labor or personnel matters (d) discuss contracts, leases and other commercial transactions to purchase or provide goods or services currently being negotiated, including the review of bids or proposals, if premature general knowledge of those matters would place the Association at a disadvantage or (e) prevent public knowledge of the matter to be discussed if the Executive Board or committee determines that public knowledge would violate the privacy of any person;

- B. For purposes of this section, a gathering of Board members at which the Board members do not conduct Association business is not a meeting of the Executive Board. The Executive Board and its members may not use incidental or social gatherings of Board members or any other method to evade the open meeting requirements of this section;
- C. At each Executive Board meeting, the Executive Board shall provide a reasonable opportunity to Unit Owners to comment regarding any matter affecting the Common Interest Community and the Association;
- D. Unless the meeting is included in a schedule given to the Unit Owners or the meeting is called to deal with an emergency, the secretary or other officer specified in the Bylaws shall give notice of each Executive Board meeting to each Board member and to the Unit Owners. The notice shall be given at least five days before the meeting and shall state the time, date, place and agenda of the meeting;
- E. If any materials are distributed to the Executive Board before the meeting, the Executive Board at the same time shall make copies of those materials reasonably available to Unit Owners, except that the Board need not make available copies of approved minutes or materials that are to be considered in executive session;
- F. The Executive Board may meet by telephonic, video or other conferencing process if: (a) the meeting notice states the conferencing process to be used and provides information explaining how Unit Owners may participate in the conference directly or by meeting at a central location or conference connection; and (b) the process provides all Unit Owners the opportunity to hear or receive the discussion and or comments;

Instead of meeting, the Executive Board may act by unanimous consent as documented in a record authenticated by all its members. The secretary promptly shall give notice to all Unit Owners of any action taken by unanimous consent.

Even if an action by the Executive Board is not in compliance with this section, it is valid unless set aside by a court. A challenge to the validity of an action of the Executive Board for failure to comply with this section may not be brought more than sixty days after the minutes of the Executive Board of the meeting at which the action was taken are approved or the record of that action is distributed to Unit Owners, whichever is later; and meetings of the Association shall be conducted in accordance with the most recent edition of Roberts' Rules of Order Newly Revised unless two-thirds of the votes allocated to owners present at the meetings are cast to suspend those Rules.

Section 2.12 - Quorum of Directors: A quorum of the Executive Board is present for purposes of determining the validity of any action taken at a meeting of the Executive Board only if individuals entitled to cast a majority of the votes on the Board are present at the time a vote regarding that action is taken. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Board members present is the act of the Executive Board unless a greater vote is required by the Declaration and Bylaws. If, at any meeting, there will 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 3.4 - Special Meetings: The Association shall hold a special meeting of Unit Owners if its President, a majority of the Executive Board or Unit Owners having at least twenty percent of the votes in the Association requests that the secretary call the meeting. If the Association does not notify Unit Owners of a special meeting within fifteen days after the requisite percentage of Unit Owners request the secretary to do so, the requesting members may directly notify all the Unit Owners of the meeting. Only matters described in the meeting notice may be considered at a special meeting.

Section 3.5 - Notice of Meetings: The Association shall notify Unit Owners of the time, date and place of each annual and special Unit Owners meeting not less than ten days or more than sixty days before the meeting date. The notice of any meeting shall state the time, date and place of the meeting and the items on the agenda, including (a) a statement of the

general nature of any proposed amendment to the Declaration or Bylaws (b) any budget changes, and (c) any proposal to remove an officer or member of the Executive Board. No action will be adopted at a meeting except as stated in the notice.

Unit Owners shall be given a reasonable opportunity at any meeting to comment regarding any matter affecting the Common Interest Community or the Association.

The Declaration or Bylaws may allow for meetings of Unit Owners to be conducted by telephonic, video or other conferencing process.

Section 3.9 – Voting

- (a) If only one of several owners of a Unit is present at a meeting of the Association, that owner is entitled to cast all the votes allocated to that Unit. If more than one of the owners is present, the votes allocated to that Unit 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 the Unit without protest hearing made promptly to the person presiding over the meeting by any of the other owners of the Unit.
- (b) Votes allocated to a Unit may be cast pursuant to a directed or undirected proxy duly executed by a Unit Owner. If a Unit is owned by more than one person, each owner of the Unit may vote or register 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. A person may not cast votes representing more than fifteen percent of the votes in the Association pursuant to undirected proxies.
- (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 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 owner is qualified so to vote.
- (d) The Association may conduct a vote without a meeting. In that event, the following requirements apply:
 - (1) The Association shall notify the Unit Owners that the vote will be taken by ballot;
 - (2) The Association shall deliver a paper or electronic ballot to every Unit Owner entitled to vote on the matter;
 - (3) The ballot must set forth each proposed action or office to be filled and provide an opportunity to vote for or against the action or the candidate for office;
 - (4) When the Association delivers the ballots, it shall also (a) Indicate the number of responses needed to meet the quorum requirements (b) state the percentage of votes necessary to approve each matter other than election of directors (c) specify the time and date by which a ballot must be delivered to the Association to be counted, which

time and date may not be fewer than three days after the date the Association delivers the ballot; and (d) describe the time, date and manner by which the Unit Owner wishing to deliver information to all Unit Owners regarding the subject of the vote may do so;

(5) Except as otherwise provided in the Declaration or Bylaws, a ballot is not revoked after delivery to the Association by death or disability or attempted revocation by the person that cast that vote; and

(6) Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action.

(e) Votes allocated to a Unit owned by the Association shall be cast in any vote of the Unit Owner, in the same proportions as votes cast on the matter by Unit Owners other than the Association.

Section 3.10 – Quorum: Except as otherwise provided in these Bylaws, a quorum is present throughout any meeting of the Unit Owners if persons entitled to cast twenty percent of the votes in the Association are present in person or by proxy at the beginning of the meeting.

Section 5.1 - Abatement and Enjoyment of Violations by Unit Owners: The violation of any of the Rules adopted by the Executive Board or the breach of any provision of the Instruments will 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 remove, 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 of the documents, and the Executive Board will not thereby be deemed liable for any manner of trespass because of such entry;
- (b) to enjoin, abate or remedy by appropriate legal proceedings, either at law or in equity, the continuance of any such breach; or
- (c) to suspend any right or privilege of a Unit Owner who fails to pay an assessment, but may not:
 - (1) Deny a Unit Owner or other occupant access to the owner's unit or its Limited Common Elements;
 - (2) Suspend a Unit Owner's right to vote or participate in meetings of the Association;
 - (3) Prevent a Unit Owner from seeking election as a director or officer of the Association; or
 - (4) Withhold services provided to a Unit or Unit Owner by the Association if the effect of withholding the service would be to endanger the health, safety or property of any person.

Section 7.2 – Examination: Except as provided herein, all records maintained by the Association or by the Manager will be available for examination and copying by a Unit Owner, by any holder of a Security Interest in a Unit, or by any of their duly authorized agents or attorneys, at the expense of the person examining the records, 1) during reasonable business hours or at a mutually convenient time and location and 2) upon five days notice and 3) reasonably identifying the specific records of the Association requested.

Section 7.3 – Records: The Association will retain the following:

- (a) Detailed records of receipts and expenditures affecting the operation and administration of the Association and other appropriate accounting records.
- (b) Minutes of all meetings of its Unit Owners and Executive Board other than executive sessions, a record of all actions taken by the Unit Owners or Executive Board without a meeting and a record of all actions taken by a committee in place of the Executive Board on behalf of the Association.
- (c) The names of Unit Owners in a form that permits preparation of a list of the names of all owners and the addresses at which the Association communicates with them, in alphabetical order showing the number of votes each owner is entitled to cast.
- (d) The Association's original or restated organizational documents, all amendments to them, and all Rules currently in effect.
- (e) All financial statements and tax returns of the Association for the past three years.
- (f) A list of the names and addresses of its current Executive Board members and officers.
- (g) The Association's most recent annual report delivered to the Secretary of the State.
- (h) Financial and other records sufficiently detailed to enable the Association to comply with Section 47-270, as amended.
- (i) Copies of current contracts to which the Association is a party.
- (j) Records of Executive Board or committee actions to approve or deny any requests for design or architectural approval from Unit Owners; and
- (k) Ballots, proxies and other records related to voting by Unit Owners for one year after the election, action or vote to which they relate.

Section 8.1 – Notices: All notices to the Association or the Executive Board will 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 or electronically to all Unit Owners and to all mortgagees of Units.

Except as otherwise provided, all notices to any Unit Owners will be sent to any mailing or electronic mail address a Unit Owner designates, except that the Association may also deliver notices by (1) hard delivery to each Unit Owner (2) hand delivery, United States mail, postage prepaid, or commercially reasonable delivery service to the mailing address of each unit (3) electronic means, if the Unit Owner has given the Association an electronic address or (4) any other method reasonably calculated to provide notice to the Unit Owner.

All notices to mortgagees of Units will 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 will be deemed given when sent except notices of changes of address, which will be deemed to have been given when received. The ineffectiveness of a good faith effort to deliver notice by an authorized means does not invalidate actions taken at or without a meeting.

THE COMMON AT SINNOTT FARM, INC.

Approved: Robert G. Woods
Robert Woods, President

Approved: Ann Hanks
Ann Hanks, Vice President

Date: 2/21/12

Date: 2/21/12