

# **WESLEYAN HILLS ASSOCIATION, INC.**

## **BY-LAWS**

### **ARTICLE I**

#### **Offices**

- Section 1. The association shall be located in the Town of Middletown, Connecticut.
- Section 2. The principal office shall be in the Town of Middletown, Connecticut.
- Section 3. The association may also have offices at such other places as the board of directors may from time to time determine or the business of the association may require.

### **ARTICLE II**

#### **Definitions**

- Section 1. The following words and terms when used in these by-laws shall have the following meanings:

ASSOCIATION - Wesleyan Hills Association, Inc.

CERTIFICATE OF INCORPORATION - The Certificate of Incorporation of Wesleyan Hills Association, Inc., and any amendments thereto.

DIRECTORS - The Board of Directors of the Association.

COUNCIL - The Association Council consisting of the elected representatives of the several Mini-Neighborhoods.

DECLARATION - Amended and Restated Declaration recorded simultaneously herewith and any amendments thereto.

THE PROPERTIES - All the real property at any time subject to the Declaration.

COMMON LAND - Land devoted exclusively to the social welfare, use and enjoyment of Owners and Tenants of The Properties and actually conveyed to the Association as provided in the Declaration.

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MINI-NEIGHBORHOOD - Land comprising a part of The Properties and shown as a "Mini-Neighborhood" on a subdivision map filed or recorded in the office of the appropriate Town or City Clerk.

MINI-NEIGHBORHOOD ASSOCIATION - The Owners of Lots or Living Units and Tenants from time to time residing in a Mini-Neighborhood.

There shall be as many Mini-Neighborhood Associations as there are Mini-Neighborhoods located on The Properties.

MINI-NEIGHBORHOOD RESERVED AREAS - Land devoted exclusively to the social welfare, use and enjoyment of the Owners and Tenants of the Mini-Neighborhood within which such land is located and which has been actually conveyed to the Association as provided in the Declaration.

LOT - Any Lot shown on any recorded subdivision map of The Properties except Common Land and Mini-Neighborhood Reserved Areas.

LIVING UNIT - Any building or portion of a building situated upon The Properties designed and intended for use and occupancy as a residence, including apartments and cooperative apartments and condominium units.

OWNER - The record owner, whether one (1) or more persons or entities, of any Living Unit or Lot within The Properties. No mortgagee shall be deemed an Owner until such mortgagee has acquired title to a Lot or Living Unit pursuant to a foreclosure or proceeding in lieu thereof.

TENANT - Any one (1) or more persons, other than an Owner, occupying a Living Unit pursuant to an agreement made by him or them with the Owner.

MEMBER - Member of The Association.

### **ARTICLE III**

#### **Association Purposes**

Section 1. The Association has been organized for the purposes set forth in the paragraph Second of the Certificate of Incorporation, as amended.

Section 2. Additions to The Properties shall be made only in accordance with the provisions of the Declaration; such additions, when properly made, shall extend the jurisdiction, functions, rights, duties and membership of this Association to such additional properties.

Section 3. The Association shall have power to dispose of its real properties only as authorized by the Declaration or its Certificate of Incorporation.

## **ARTICLE IV**

### **Membership And Voting Rights In The Association**

Section 1. Each Owner and Tenant shall automatically be a Member of the Association.

Section 2. The individual voting rights of Members shall be exercised exclusively within the Mini-Neighborhood Associations of which they are members except as otherwise provided by law.

Section 3. Each Owner's rights of membership are subject to the payment of annual and special assessments levied by the Association.

Section 4. The membership rights of any person whose interest in any Lot or Living Unit is subject to assessments under the Declaration, whether or not he be personally obligated to pay such assessments, may be suspended by action of the Directors during such period as any assessment for which he is liable shall be delinquent; but, upon payment of such assessments, his rights and privileges shall be automatically restored.

Section 5. If the Directors adopt and publish rules and regulations governing the use of the Common Land and facilities and the personal conduct of any person thereon, the Directors may, in their discretion, suspend, for a period not to exceed thirty (30) days, the rights of any such person for violation of such rules and regulations.

## **ARTICLE V**

### **Mini-Neighborhood Associations**

Section 1. Each Mini-Neighborhood Association shall be organized to promote the social welfare, including the health, safety, education, culture, recreation, comfort and convenience of the Owners of Lots or Living Units or tenants who reside in the Mini-Neighborhood, to elect representatives to the Council, to receive from the Board of Directors a portion of the annual assessments levied pursuant hereto and use such funds at their exclusive discretion, but only in connection with carrying out their stated purposes, and to determine the manner in which the Mini-Neighborhoods Reserved Area located within its bounds shall be used, enjoyed and improved, and make and enforce rules and regulations with respect thereto; provided, such reserved areas shall be devoted exclusively to non-commercial uses in furtherance of the purposes of the Mini-Neighborhood Association.

Section 2. The Secretary of the Council shall call the initial meeting of each Mini-Neighborhood Association at which meeting the members thereof shall elect a clerk and such other officers as its members shall determine.

Section 3. Each Mini-Neighborhood Association shall have an annual meeting between September 1 and September 15 of each year for the purpose of electing its officers and its representatives to the Council and may have such other meetings as shall be required or permitted by its by-laws. Voting will be in accordance with Article III of the Declaration.

Section 4. Immediately following such annual meeting, the clerk of each Mini-Neighborhood Association shall, in writing, notify the clerk of the Council of his or her election and of the name and address of each representative to the Council elected at such meeting.

Section 5. It shall be the exclusive right of each Mini-Neighborhood Association to determine the manner in which its Mini-Neighborhood Reserved Area shall be used, enjoyed and improved; provided such areas shall be used and enjoyed in accordance with the provisions of the Declaration and the Certificate of Incorporation.

Section 6. Each Mini-Neighborhood Association shall have the right to adopt and amend regulations or by-laws for the conduct of its business.

## **ARTICLE VI**

### **The Council**

Section 1. The Council shall be constituted and shall have authorities and duties as set forth in Article V of the Declaration.

Section 2. The Council shall elect a Chairman, Vice Chairman and Clerk at such time and for such terms as provided in its by-laws.

Section 3. The Council shall meet at least six (6) times each year, including a June meeting at which the Council shall elect a member of the Board of Directors to succeed any member whose term will expire the following October.

Section 4. Within five (5) days after any meeting of the Council at which it shall elect one (1) or more Directors or, pursuant to paragraph 5.3 of the Declaration, shall vote a proposed special assessment or amendment to the Declaration or make any recommendation to the Board of Directors, its clerk shall immediately notify the Board of Directors, in writing, of the names and addresses of the Directors so elected and shall transmit to the Board of Directors an accurate and complete copy of the resolution whereby any such proposed special assessment, amendment or recommendation was voted.

Section 5. The Council shall have the right to adopt and amend regulations and by-laws not inconsistent with the Certificate of Incorporation and Declaration of the Association for the conduct of its business.

## **ARTICLE VII**

### **Board of Directors**

Section 1. The Board of Directors shall be constituted as provided by Article Ninth of the Certificate of Incorporation and shall have the duties, powers, authorities and discretions conferred on it by any provision of the Declaration, the Certificate of Incorporation and these by-laws.

Section 2. Directors shall be a Member or a spouse of a Member of the Association.

Section 3. In addition to the duties set forth in Article VI of the Declaration, The Board of Directors shall:

(a) appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient;

(b) adopt, publish and enforce rules and regulations governing the use of the Common Land and facilities and the personal conduct of the Members, their families, and their guests thereon;

(c) cause to be kept a complete record of all its acts and affairs and present a statement thereof to the Council and to the members annually;

(d) cause an annual audit of the Association books and accounts to be made by certified public accountants of its selection as of the end of each fiscal year of the Association;

(e) appoint and constitute such standing or ad hoc committees as it shall deem appropriate from time to time;

(f) enforce all covenants and restrictions created by the Declaration and assess, collect and disburse charges and fines, and assessments in accordance with the terms of the Declaration.

Section 4. The Board of Directors shall consider and vote on each recommendation for a special assessment or for the amendment of the Declaration made by the Council within sixty (60) days after any such recommendation is communicated to the Board of Directors as herein provided.

## **ARTICLE VIII**

### **Meeting Of The Board Of Directors**

Section 1. Regular meetings of the Board of Directors may be held upon such notice, or without notice, and at such time and at such place as shall from time to time be determined by the Board.

Section 2. Special meetings of the Board of Directors may be called by the president on three days' notice to each Director, either personally or by mail or by telegram; special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two (2) Directors.

Section 3. Attendance of a Director at any meeting shall constitute a waiver or notice of such meeting except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except as provided in Article IX hereof, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 4. A majority of the Directors shall constitute a quorum for the transaction of business unless a greater number is required by law or the Certificate of Incorporation. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or the Certificate of Incorporation. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present.

Section 5. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall be filed with the minutes of the Directors' meetings.

Section 6. The Board of Directors, by the affirmative vote of a majority of the Directors then in office, and irrespective of any personal interest of any of its members shall have authority to establish reasonable compensation of all the officers, employees and agents of the Association.

## **ARTICLE IX**

### **Notices**

Section 1. Whenever, under the provisions of any applicable statute or of these by-laws, notice is required to be given to any Director, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such Director at his address as it appears on the records of the Association, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to Directors may also be given by telegram.

Section 2. Whenever any notice whatsoever is required to be given under the provisions of any applicable statute or under the provision of these by-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE X**

### **Officers**

Section 1. The officers of the Association shall be chosen by the Board of Directors and shall be a president, a vice-president, a secretary and a treasurer. The Board of Directors may also choose additional vice-presidents, and one or more assistant secretaries and assistant treasurers.

Section 2. The Board of Directors, at its October meeting, shall choose a President and a Vice President from among the Directors, and shall choose one or more Vice Presidents, a Secretary and Treasurer, none of whom need to be member of the Board of Directors.

Each Director shall be eligible for election to any office in the Association whether or not he is a Member of the Association.

Section 3. The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 4. The salaries of all officers and agents of the Association shall be fixed by the Board of Directors.

Section 5. The officers of the Association shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the Board of Directors may, with or without cause, be removed at any time by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the Association shall be filled by the Board of Directors.

### **The President**

Section 6. The president shall be the chief executive officer of the Association, shall preside at all meetings of the Board of Directors, shall have general and active management of the affairs of the Association and shall see that all order and resolutions of the Board of Directors are carried into effect.

Section 7. He shall execute bonds, mortgages and other contracts where not required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Association.

### **The Vice-President**

Section 8. The Vice-President, or if there shall be more than one, the Vice-Presidents in the order determined by the Board of Directors, shall in the absence or disability of the

president, perform the duties and exercise the powers of the president and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

### **The Secretary**

Section 9. The secretary shall attend all meetings of the Board of Directors and record all the proceedings thereof in a book to be kept for that purpose and shall perform like duties for the standing committees, when required. He shall give, or cause to be given, notice of all special meetings of the Board of Directors requiring notice, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. He shall have the custody of the Association seal and shall have authority to affix the same to any instrument requiring it and when so affixed, such seal may be attested by his signature or by the signature of any other officer. The Board of Directors may give general authority to any other officer to affix the seal of the Association and to attest the affixing by his signature.

### **The Treasurer**

Section 10. The treasurer shall have the custody of Association funds and securities and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors.

Section 11. He shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the president and the Board of Directors, whenever the Board of Directors so requires, an account of all his transactions as treasurer and of the financial condition of the Association.

Section 12. If required by the Board of Directors, he shall give the Association a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the Association, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Association.

## **ARTICLE XI - Miscellaneous**

### **Checks**

Section 1. All checks or demands for money and all notes of the Association shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.



### **Fiscal Year**

Section 2. The fiscal year of the Association shall be determined by the Board of Directors.

Section 3. The Association seal shall be circular in form, shall have inscribed thereon the name of the Association the words "Seal and Connecticut". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

### **Amendments**

Section 4. These by-laws may be altered, amended or repealed or new by-laws may be adopted by the affirmative vote of a majority of the Board of Directors at any regular or special meeting of the Board, provided that, in each such instance notice of the proposed alteration, amendment, repeal, or adoption be set forth in a notice of such meeting and no such alteration, amendment or repeal shall create an inconsistency between these by-laws and the Declaration or Certificate of Incorporation.

### **Miscellaneous**

Section 5. In all references herein to any parties, persons, entities or corporations, the use of any particular gender of the singular or plural number is intended to include the appropriate gender or number as the context thereof may require.