

**BY-LAWS  
CEDARHURST ASSOCIATION, INC.**

**ARTICLE I  
LOCATION, PURPOSES, POWERS AND SEAL**

**Section 1. Location Limits:**

The limits and territory of the Corporation are as follows: All of that property on Lake Zoar in the town of Newtown now or formerly owned by Cedarhurst Estates, Incorporated of J. Walter Scheffer and designated by the following block numbers on maps of the area known as Cedarhurst and in deeds to property located therein: Block numbers A,B,C,D,E,F,G,H,J,K,M . The aforesaid territory may be increased or decreased by amendment of the By-Laws.

**Section 2. Purposes and Powers:**

The Corporation shall have all powers granted to non-stock corporations under the laws of the State of Connecticut, including all powers necessary to carry out those specific purposes set forth in Article III of the Certificate of Incorporation.

**Section 3. Seal:**

The seal of the Corporation shall be circular in form and shall bear on its outer edge the words "Cedarhurst Association Inc." and in the center the words and figures "Corporate Seal 1960". The Executive Committee may change the form of seal or the inscription thereon from time to time, as it may in its sole discretion determine. Such seal may be engraved, lithographed, printed, stamped, and impressed upon or affixed to any contract, conveyance or other instrument executed by the Corporation.

**ARTICLE II  
MEMBERSHIP**

**Section 1. General:**

The membership of the Corporation shall be composed of two classes of members, designated *regular members* and *special members*. The rights, privileges, and obligations of both classes shall be equal unless otherwise specified, and references in these By-Laws to members shall apply to both regular and special members, unless otherwise indicated.

**Section 2. Regular Members:**

All persons being title holders of record to property located in the blocks listed in Article I, Section 1 above on which there is situated a habitable dwelling (as defined hereinafter) are eligible for membership in the Corporation as regular members and shall become such members upon the payment of their first annual dues. As used herein the term "habitable dwelling" means a residential structure for which a building permit is required by the Town of Newtown and which contains indoor sanitary facilities.

**Section 3 Special Members:**

Other persons are eligible for special membership upon their designation by any person entitled to become a regular member under Section 2 above, provided they are a tenant in Cedarhurst of such person entitled to regular membership, and upon the payment of dues, shall become members for one year from the date of such payment, and shall have privileges and obligations of regular members, with the exception of serving on the board, during said year. Such membership may be renewed from year to year upon their re-designation by a regular member and the payment of annual dues. Notwithstanding the foregoing, a tenant may become a special member upon approval of the Executive Committee.

**Section 4. Voting:**

Regular members may vote in person or by proxy at any regular or special meeting of the Corporation. **When** two or more persons are members by virtue of their interest in the same property, they shall be entitled to only one vote between them and in the event of conflict the Executive Committee shall determine, in accordance with the table of voting set forth in **Article III, Section 5** of these By-Laws which person is eligible to cast said vote, and its decision thereon shall be final. No member shall be entitled to more than one vote regardless of the number of separate parcels of land of which he is the record title holder

**Section 5. Termination:**

Regular members shall continue as such until their death, resignation or expulsion in accordance with these By-Laws, particularly Article VI hereof. Resignations shall become effective upon the receipt of written notice thereof by the President or Secretary of the Corporation. Special membership shall terminate one year from the date of payment of annual dues unless sooner terminated as provided herein.

**ARTICLE III  
MEETINGS OF MEMBERS**

**Section 1. Annual Meeting:**

The annual meeting of the Corporation shall be held at such time and place as shall be set forth in the notice or waiver of notice of said meeting no later than the Sunday before Labor Day in each year, for the purpose of electing officers and additional members of the Executive Committee and for the transaction of such other business as may properly come before the meeting.

**Section 2. Special Meetings:**

Special meetings of the members may be called at any time by the President or by the Executive Committee, and shall be called by the President upon the written request of five per cent (5%) of the members entitled to vote at such meeting setting forth the purposes of the proposed meeting. All special meetings shall be held at the time and place as shall be set forth in the notice or waiver of notice of such meeting.

**Section 3. Notice of Meetings:**

Written notice of the time, place and purposes of all annual or special meetings shall be given by the President or Secretary, not less than ten (10) nor more than fifty (50) days prior to the date of the meeting to each member of the Corporation by delivering such notice Personally, or by leaving a copy thereof at their residence or usual place of business, or by mailing said copy addressed to them at their last known post office address as it appears on the books of the Corporation.

**Section 4. Quorum:**

At any meeting of the members the presence of one-tenth of the members entitled to vote in person or by proxy shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members entitled to vote present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the members present in person or by proxy, without notice other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meetings as originally noticed. At every meeting of the members of the corporation each member shall be entitled to vote (except as qualified hereafter) in person or by proxy duly appointed by a written instrument subscribed by such member and bearing a date not more than eleven (11) months prior to such meeting, unless such instrument is limited in its use to a particular meeting of the members not yet held. Unless such instrument otherwise provides, if authority with respect to the same vote is conferred upon two or more agents, a majority of those present at the meeting may exercise all powers conferred by the instrument, or, if only one is present, then that one may exercise all such powers; and any such agent may appoint a substitute to act in his place.

**Section 5. Table of Voting:**

Whenever two or more persons are members by virtue of their interest in the same property, the following table shall determine which of them shall be entitled to vote at any meeting of the members.

<b>RELATION OF MEMBER</b>	<b>PERSON ENTITLED TO VOTE</b>
<b>a) Titleholder on record</b>	<b>Titleholder or valid Proxy - One vote per household</b>
<b>b) Joint Titleholders</b>	<b>Whichever one is present and designated by all other joint owners.</b>
<b>c) Landlord - Tenant</b>	<b>Tenant can vote by proxy, otherwise landlord</b>
<b>d) Mortgagor - Mortgagee</b>	<b>Mortgagee; but after filing of lis pendens, mortgagor</b>
<b>e) Owner - Invitee or Licensee</b>	<b>Owner, unless he/she delegates vote to invitee or licensee in writing</b>
<b>f) Parent - Child</b>	<b>Parent or Child over the age of 21, by proxy, if parent is absent or disabled</b>
<b>g) Special Member</b>	<b>Dues paying tenant, as a Special Member</b>

Whenever more than one of the above relationships exists, the highest on the table shall govern and the relationships following shall be disregarded. All other conflicts as to voting shall be resolved by the Executive Committee in an equitable manner. The designation of another member as the one entitled to vote, when permitted by the above table of voting shall be by written instrument filed with the Secretary, and shall be effective until revoked in writing. The vote for officers and members of the Executive Committee and, upon the demand of a member, the vote upon any question before the meeting shall be

by ballot. All elections shall be had and all questions decided by a majority vote of the members entitled to vote present in person or by proxy.

**Section 6. Expulsion of Members:**

Any member may be expelled from the Corporation by the affirmative vote of a majority of the members of the Executive Committee at any regular or special meeting of said committee called for that purpose, for any conduct which in its opinion is detrimental to the best interest of the Corporation, or for refusal to render reasonable assistance in carrying out its purposes. Any such member proposed to be expelled shall be entitled to at least five days' notice in writing by mail of the meeting at which such removal is to be voted upon, and shall be entitled to appear with counsel before and be heard at such meeting.

**ARTICLE IV  
EXECUTIVE COMMITTEE**

**Section 1. Authority and Composition:**

The property and affairs of the Corporation shall be under the care and management of an Executive Committee consisting of the officers of the Corporation and not less than three (3) nor more than eight (8) additional members of the Corporation, or a spouse or adult child of members, who shall be elected annually by the members entitled to vote, and shall hold office until the next annual meeting or until their respective successors are duly elected. A past president will automatically hold a position on the board for a period of one year. A past president may then be elected to the board in subsequent years.

**Section 2. Number:**

The number of additional members of the Executive Committee shall be fixed at the organizational meeting of the Corporation, and thereafter may be changed at any annual meeting of the members, or at any special meeting of members called for that purpose, by the affirmative vote of a majority of all the members entitled to vote, whether or not present at such meeting. If at any special meeting of the members the number of the Executive Committee shall be decreased, each additional member in office shall serve until his term expires, or until his resignation. Any additional member of the Executive Committee may be removed in the same manner and for the same reasons as provided for removal of officers in Article V, Section 8.

**Section 3. Vacancies:**

Any vacancy in the Executive Committee occurring during the year, including a vacancy created by an increase in the number of members made by a special meeting of the Corporation, may be filled for the unexpired portion of the term by the member of the Executive Committee then serving, although less than a quorum, by affirmative vote of the majority thereof. Any member so elected by the Executive Committee shall hold office until the next succeeding annual meeting of the members of the Corporation or until the election of his successor.

**Section 4. Annual Meetings:**

Each newly elected Executive Committee may hold its first meeting for the purpose of organization, and the transaction of other business, if a quorum be present, without notice of such meeting, immediately following the annual meeting of members; or the time and place of such meeting may be fixed by consent in writing of all of the members of the Executive Committee; or such meeting may be held on notice given as hereinafter provided for special meetings of the Executive Committee.

**Section 5. Regular and Special Meetings:**

Regular meetings of the Executive Committee may be held at such times and places as may be fixed from time to time by resolution of the Executive Committee, except that at least three meetings shall be held each year, one of which shall be during the winter, and no notice need be given of such regular meetings. The President or the Secretary may call, and upon a written request signed by any member of the Executive Committee the Secretary shall call, special meetings which may be held at such times and places as designated in the notice or waiver of notice of such meetings.

**Section 6. Notice of Meetings:**

Notice of all special meetings of the Executive Committee may be given orally or by mailing written notice at least three days before the meeting to the usual business or residence address of each member of said committee, but such notice may be waived by any committee member. Any business may be transacted at meetings of the Executive Committee and need not be specified in the notice or waiver of notice of such meetings.

**Section 7. Chairman:**

At all meetings of the Executive Committee the President or Vice-President or in their absence a chairman chosen by the committee members present shall preside.

**Section 8. Quorum:**

At all meetings of the Executive Committee a majority of the members of the committee shall constitute a quorum for the transaction of business. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent member, and may take such other and further action as is provided in Article IV, Section 3 of these By-Laws.

**Section 9. Powers:**

The Executive Committee shall have power to act for the Corporation in all matters, except those which are specifically reserved to the members by the Certificate of Incorporation, by these By-Laws or by the laws of the State of Connecticut. The Executive committee may by general resolution delegate to committees of their own number or to officers of the Corporation such powers as they may deem fit. The Executive Committee may establish and appoint such temporary or standing committees as they deem necessary or desirable in furtherance of the purposes of the Corporation.

**Section 10. Action in Absence of Meeting:**

If all of the members of the Executive Committee severally or collectively consent in writing to any contract, transaction or other action taken or to be taken by the Corporation, such contract, transaction or other action shall be as valid corporate action as though it had been authorized at a duly convened meeting of the Executive Committee. The Secretary of the Corporation shall file such consents with the minutes of the meetings of the Executive Committee.

**Section 11. Conflict of Interest:**

The Executive Committee shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any officer or member of a committee with board-delegated powers. No member of Cedarhurst Association shall be disqualified from holding office by reason of any "interest" provided that the "interest" of such member is fully disclosed to the Executive Committee. The Executive Committee shall by vote determine whether there is a conflict of interest, or an appearance of a conflict of interest, without the

vote of the board member involved. If the Board determines there is a conflict of interest, the interested member shall be excluded from voting on any matter where such conflict of interest has been established. The Board may also exclude the member from any deliberations relating to the matters giving rise to such conflict of interest. If the Board determines that there is not an actual conflict of interest, but there may be the appearance of a conflict of interest, the Board will determine whether the member may participate in deliberations or voting or both.

## **ARTICLE V OFFICERS**

### **Section 1. Officers:**

The officers of the Corporation shall consist of a President, Vice-President, Treasurer, Secretary, Assistant Secretary, and such other officers with such powers and duties not inconsistent with these By-Laws as may be appointed and determined by the Executive Committee. Any two offices, except those of President and Vice-President and President and Secretary, may be held by the same person. Said officers may be members or spouse or adult child of members and shall be elected by a majority vote of the members entitled to vote present at the annual meeting of the Corporation.

### **Section 2. President:**

The President shall be chairman of the Executive Committee, shall preside at all meetings of the Corporation, and shall appoint a nominating committee of no less than three members, one of which is not currently serving of the Board, and such other committees as may be established by the Executive Committee. The President shall have and exercise general charge and supervision of affairs of the Corporation and shall do and perform such other duties as may be assigned to him by the Executive Committee.

### **Section 3. Vice-President:**

At the request of the President, or in the event of his absence or disability, the Vice-President shall perform the duties and possess and exercise the powers of the President; and shall have such other powers as the Executive Committee may determine.

### **Section 4. Secretary:**

The Secretary shall have custody of the minute books of the Corporation and shall have charge of such other books, documents and papers as the Executive Committee may determine. The Secretary shall attend and keep the minutes of all meetings of the Executive Committee and the members of the Corporation. The Secretary shall keep a record containing the name, alphabetically arranged, of all persons who are members of the Corporation, showing their places of residence, and such books shall be open for inspection as may be prescribed by law. The Secretary shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Executive Committee.

### **Section 5. Treasurer:**

1. A Treasurer will be elected by the general membership on an annual basis. In the event of a delay in the vote for the position the existing Treasurer will remain in that role.
2. The Board (not the treasurer) will engage the services of an independent accountant. The independent accountant will file the association's tax return and will be asked to submit an annual report to the President of the Association with a copy to the Treasurer.

3. The Treasurer will provide Cash Flow Reports during Board meetings and an Annual Report at the end of the fiscal year at the General meeting. At the same time the annual treasurer report is submitted he/she will provide the Board with 1) a copy of all prior bank statements since the last treasurer report for all accounts, 2) a receipts by member report and 2) an expense by check report.
4. The Treasurer shall either save or scan all Association bills/invoices that are paid.
5. In order for a member to receive reimbursement, the expense must be approved by at least two Board members and the member must provide receipts and documentation of the date of the expense, member being reimbursed, who approved the expense and reason for the expense.
6. Any expense exceeding above and beyond the annual approved budget must be approved by a majority of the executive committee prior to encumbering the corporation.
7. The Board shall appoint a Finance Committee.
8. The Finance Committee shall submit an annual budget.
9. The Treasurer shall request a minimum of two quotes for all expenditures in excess of \$350, unless the majority of the Board waives this policy on a case by case basis.
10. An Audit Committee shall be appointed at the end of the fiscal year to review the Association books. Treasurer shall make available all necessary documentation for this review and Committee shall report to Board their findings.

**Section 6. Assistant Secretary:**

At the request of the Secretary or in the event of his absence or disability the Assistant Secretary shall perform the duties and possess and exercise the powers of the Secretary; and shall have such other powers and duties as the Executive Committee may determine.

**Section 7. Vacancies:**

A vacancy shall exist when any officer ceases to be a member or the Corporation, dies or resigns, in which event the majority of the Executive Committee then in office, although less than a quorum may elect an officer to fill such vacancy. The officer so elected shall hold office and serve until the first meeting of the Executive Committee after the annual meeting of members next succeeding and until the election and qualification of his successor.

**Section 8. Removal:**

Any officer may be removed from office by the affirmative vote of two-thirds of all of the members of the Corporation at any annual or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interest of the Corporation, for lack of sympathy with its objects, for refusal to render reasonable assistance in carrying out its purposes, or if he permanently moves from the territory of the Corporation. Any officer proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting, at which such removal is to be voted upon, and shall be entitled to appear with counsel and be heard at such meeting.

## **ARTICLE VI DUES AND ASSESSMENTS**

### **Section 1. Annual Dues:**

Annual membership dues shall be fixed by the Executive Committee and assessed against all members of the Corporation.

### **Section 2. Assessments:**

The cost and expenses of the Corporation, including the acquisition and maintenance of the water supply system, roads, docks, beaches moorings and other facilities, improvements, undertakings and activities of the Corporation shall be assessed and apportioned among all of the owners of property, except the Corporation itself, within the limits of the Corporation on the basis of one share of such expense for each separate property owner or group of joint owners. No member shall be required to share the expense of acquisition or maintenance of the water supply system unless it benefits either him or his property.

### **Section 3. Levy of Assessment:**

The executive Committee shall have the power to levy assessments from time to time as the needs of the Corporation require, and all members by requesting that they be enrolled as members and paying their first annual dues specifically assent to, and agree to pay, all such assessments as may thereafter be levied by the Executive Committee. Whenever a title holder of record within the territory of the Corporation is not a member, but there are persons who are special members through designation by said title holder of record, or by virtue of their interest in the same property, all assessments which would have been levied against such record title holder were they a member, shall be levied against said special members, who shall be fully liable as though they were record title holders.

### **Section 4. Notice and Collection:**

The Treasurer shall give written notice of all dues and assessments to the members liable therefore at least 15 days before the date fixed by the Executive Committee for payment. The Treasurer shall thereafter proceed to collect the amounts due from the various members, and may use all lawful means to enforce the payment of all dues and assessments. Members who fail to make payment in full of dues and assessments within the period fixed by the Executive Committee for payment shall be subject to such fines and penalties as the Executive Committee may determine, and liable for the costs of collection including reasonable attorneys' fees.

### **Section 5. Expulsion for Nonpayment:**

Failure by a member to pay annual dues and/or assessments by the due date established by the Finance Committee will result in termination of membership. The Member proposed for expulsion shall be given a fifteen (15) day grace period, during which time he may make payment of all delinquent amounts to be reinstated as a member of the Association.



**ARTICLE VII  
REGULATIONS AND PENALTIES**

**Section 1. Regulations:**

The Executive Committee may adopt rules and regulations governing the use of water, roads, land, docks, beach areas, mooring and boating facilities, and may make whatever provisions they deem necessary for the enforcement thereof.

**Section 2. Fines and penalties:**

The Executive Committee may prescribe fines and other reasonable penalties for nonpayment of dues and assessments, and for violation of any regulation adopted by the Corporation, and may enforce payment thereof by the lawful means. Such fine or penalty, however, shall not exceed the current annual dues.

**ARTICLE VIII  
PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS**

No member, officer, Executive Committee member or person connected with the Corporation or having any personal or private interest directly or indirectly, in the activities, affairs, assets or property of the Corporation, shall receive at any time any of the net earnings or pecuniary profit from the operation of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services actually rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Executive Committee.

**ARTICLE IX  
AMMENDMENTS**

The By-Laws of the Corporation may be altered, amended or repealed at any meeting of the members of the Corporation by a majority vote of all the members entitled to vote, whether or not present at such meeting provided that a statement of such proposed alteration, amendment or repeal has been included in the notice of the meeting.

**ARTICLE X  
USE OF FACILITIES**

Use of the properties and facilities of the Corporation, including any beach areas, moorings, floats, launching ramps and other recreational facilities shall be limited to members of the Corporation, their immediate family and guests. No guest will be permitted to use such properties or facilities unless accompanied by a member. Because said facilities are maintained solely for the use and enjoyment of such members and their immediate families, they will not be available for organizations, clubs, large groups of non-members or other similar forms of overuse. The Executive Committee, acting in accordance with the power conferred in these By-Laws to adopt rules and regulations, may at any time and on any day limit the number of persons using such facilities of the Corporation whenever crowded conditions pose a possible threat to the health, welfare and enjoyment of such facilities by the members of the Corporation.

**ARTICLE XI**  
**FLOATS AND FINGER FLOATS**

All floats and finger floats shall be owned, maintained and managed by the Cedarhurst Association. Maintenance shall be provided by the Association to assure structural safety and a uniform appearance. Rental fees assessed will be dependent on the degree of upkeep.

Cedarhurst Association  
By-Law Revision Date:  
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