

BY-LAWS  
OF  
MATTABASSET OWNERS ASSOCIATION, INC.

ARTICLE 1

Section 1. PRINCIPAL OFFICE: The principal office of the Corporation shall be 100 Natchaug Drive, Meriden, Connecticut 06450.

ARTICLE 2

Section 1. NUMBER AND TERM. The number of Directors which shall constitute the whole board shall be not less than three (3) nor more than nine (9).

All Directors shall be members. Within the limits above specified, the number of Directors shall be determined by the members at the annual meeting. Each Director shall be elected to serve for a term of three (3) years and until his successor has been elected and qualified, except that a Director shall cease to be in office upon his death, resignation, lawful removal or court order decreeing that he is no longer a Director in office.

The terms of office of at least one-third (1/3) of the directorships shall expire annually, as established in a resolution of the members.

Section 2. VACANCY AND REPLACEMENT: If the office of any Director or Directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, a majority of the remaining Directors no less than a quorum at a special meeting of Directors duly called for this purpose shall choose a successor or successors who shall hold office for the unexpired term in respect of which said vacancy occurred.

Section 3. REMOVAL. Directors may be removed for cause by an affirmative vote of a majority of the members. No Director shall continue to serve on the Board if during his term of office his membership in the corporation shall be terminated for any reason.

Section 4. POWERS: The property and business of the corporation shall be managed by the Board of Directors, which may exercise all corporate powers not specifically prohibited by statute, the certificate of incorporation, or the Mattabasset Declaration of Covenants and Restrictions, dated October 8, 1971 and recorded in the Meriden Land Records. The powers of the Board of Directors shall specifically include, but not be limited to, the following:

A. To make and collect assessments, maintenance charges and special assessments and establish the time for which payments of same are due; in accordance with the Mattabasset Declaration of Covenants and Restrictions;

B. To use and expend the monies collected to maintain, care for, and preserve the streets, recreational facilities, pedestrian walks and common land at Mattabasset; to pay taxes, if any; to pay insurance; to pay any payroll; to pay for trash collection and to pay for street lighting; in accordance with the Mattabasset Declaration of Covenants and Restrictions;

C. To purchase the necessary equipment and tools required in the maintenance, care, and preservation referred to above;

D. To insure and keep insured the corporate property in the manner set forth in the declaration, against loss from fire and/or casualty, and the unit owners against public liability and to purchase such other insurance as the Board of Directors may deem advisable;

E. To collect delinquent assessments by suit or otherwise, abate nuisance and enjoin or seek damages from the unit owners for violation of these by-laws and the terms and conditions of the declaration;

F. To employ and/or remove such personnel as may be required for the maintenance and preservation of the property;

Section 5. COMPENSATION: Neither Directors nor officers shall receive compensation for their services as such.

Section 6. MEETINGS:

A. The annual meeting of each board newly elected by the members shall be held within thirty (30) days of the meeting at which they were elected. The board shall elect executive officers at its annual meeting. All meetings of the board shall be held within the

city of Meriden, unless all Directors consent in writing to another location.

B. Special meetings shall be held whenever called by the direction of the President or a majority of the Board. The Secretary shall give notice of each special meeting either personally, by mail or telegram, at least three (3) days before the date of such meeting, but the Directors may waive notice of the calling of the meeting;

C. A majority of the Board shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business, and the act of a majority present at any meeting at which there is a quorum shall be the act of the Board.

Section 7. ORDER OF BUSINESS: The order of business at all meetings of the Board shall be as follows:

- A. Roll call;
- B. Reading of minutes of the last meeting;
- C. Consideration of communications;
- D. Resignations and elections;
- E. Reports of Officers and employees;
- F. Reports of committees;
- G. Unfinished business;
- H. Original resolutions and new business;
- I. Adjournment.

Section 8. ANNUAL STATEMENT. The Board shall present no less often than at the annual meeting, a full and clear statement of the business and condition of the corporation, including a report of the operating expenses of the corporation and the assessments paid by each member.

Section 9. LIABILITY OF DIRECTORS: The personal liability of the Directors to the corporation or its corporate members for monetary damages for breach of duty as a Director shall be limited to an amount equal to the compensation received by the Directors for serving the corporation during the year of the violation if such breach did not (1) involve a knowing and culpable violation of law by the Directors, (2) enable the Directors or an associate,

as defined in subdivision (3) of section 33-374d of the connecticut general statutes, to receive an improper personal economic gain, (3) show a lack of good faith and a conscious disregard for the duty of the Directors to the corporation under circumstances in which the Director was aware that his conduct or omission created an unjustifiable risk of serious injury to the corporation, or (4) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the corporation. It is intended that the Directors shall have no personal liability with respect to any contract made by them on behalf of the corporation.

### ARTICLE 3

#### OFFICERS

Section 1. EXECUTIVE OFFICERS: The executive officers of the corporation shall be a President, Vice President, Treasurer and Secretary and, all of whom shall be elected annually by said Board. Any two of said officers may be united in one person except that the President shall not also be the Secretary or an Assistant Secretary of the corporation. If the Board so determines, there may be more than one Vice-President. The President shall be elected from among the membership of the Board of Directors.

Section 2. SUBORDINATE OFFICERS: The Board of Directors may appoint such other officers as they may deem necessary who shall hold office at the pleasure of the Board of Directors and have such other officers and agents as they may deem necessary who shall hold other duties as from time to time may be prescribed by said Board.

Section 3. TENURE OF OFFICERS: REMOVAL: All officers and agents shall be subject to removal, with or without cause at any time by action of the Board of Directors. The Board may delegate powers of removal of subordinate officers and agents to any officer.

#### Section 4. PRESIDENT:

A. The President shall preside at all meetings of the members and Directors; he shall have general and active management of the business of the corporation; he shall see that all orders and resolutions of the Board are carried into effect; he shall execute bonds, mortgages, and other contracts requiring the seal, under the seal of the corporation; the seal when affixed may be attested by the Secretary.

B. He shall have general superintendence and direction of all the other officers of the corporation and shall see that their duties are performed properly;

C. He shall submit a report of the operation of the corporation for the fiscal year to the Directors whenever called for by them and to the members at the annual meeting, and from time to time shall report to the Board all matters within his knowledge which the interest of the corporation requires be brought to their notice;

D. He shall be an ex officio member of all of the committees and shall have the general powers and duties of supervision and management usually vested in the office of the President of a corporation.

Section 5. VICE PRESIDENT: The Vice President shall be vested with all the powers and required to perform all the duties as may be prescribed by the Board of Directors.

Section 6. SECRETARY.

A. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors;

B. He shall see that all notices are duly given in accordance with the provisions of these by-laws or as required by law;

C. He shall be custodian of the corporate records and of the seal of the corporation and shall see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provision of these by-laws;

D. He shall keep the register of the post office addresses of each Unit owner which shall be furnished to the Secretary by such unit owner;

E. In general he shall perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. TREASURER.

A. The Treasurer shall keep full, accurate accounts of receipts and disbursements, all books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may

be designated by the Board of Directors;

B. He shall disburse the funds of the corporation as ordered by the Board, get proper vouchers for such disbursements, shall render to the President and Directors at the regular meeting of the Board or whenever they may require an account of all his transactions as Treasurer and of the financial condition of the corporation.

C. He may be required to give the corporation a bond in the sum and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of his office and the restoration to the corporation, in the case of his death, resignation or removal from office, of all books, papers, vouchers, money or other property of whatever kind in his possession belonging to the corporation.

Section 8. VACANCIES. If the office of the President, Vice President, Secretary or Treasurer, one or more, becomes vacant by reason of death, resignation, disqualification, or otherwise, the remaining Directors by a majority vote of the whole Board of Directors provided for in these by-laws may choose a successor or successors who shall hold office for the unexpired term.

Section 9. RESIGNATIONS: Any Director or other officer may resign his office at any time, such resignation to be made in writing, and to take effect from the time of its receipt by the corporation, unless some time be fixed in the resignation, and then from that date. The acceptance of a resignation shall be required to make it effective.

#### ARTICLE 4

##### MEMBERSHIP

Section 1. DEFINITION: Membership in the corporation shall be limited to owners of units or homes at Mattabasset.

Section 2. TRANSFER OF MEMBERSHIP AND OWNERSHIP. Membership in the corporation may be transferred only as and incident to the transfer of a condominium unit or home at Mattabasset, and such transfers shall be subject to the procedures set forth in the Mattabasset Declaration of Covenants and Restrictions.

ARTICLE 5

MEETING OF THE MEMBERSHIP

Section 1. PLACE: All meetings of the corporate membership shall be held at the office of the corporation or such other place as may be stated in the notice.

Section 2. ANNUAL MEETING:

A. The annual meeting of the membership shall be held on the first Monday of April of each year;

B. If the annual meeting date should fall on a legal holiday, then the meeting shall fall on the next secular day following;

C. All annual meetings shall be held at the hour of 8:00 P.M.;

D. At the annual meetings, except as heretofore set forth and as otherwise provided in the Articles of Incorporation, the members shall elect by a majority vote, a Board of Directors, and transact such other business as may properly come before the meeting;

E. Written notice of the annual meeting shall be served upon or mailed by the Secretary to each member entitled to vote thereat, at such address as appears on the books of the corporation at least (10) days prior to the meeting.

Section 3. MEMBERSHIP LIST: At least ten (10) days before every election of Directors, a complete list of the members entitled to vote at said election, arranged numerically by unit or house number, with the residence of each shall be prepared by the Secretary. Such list shall be produced and kept for said ten (10) days throughout the election at the office of the corporation and shall be open to examination by any member through such time.

Section 4. PARCEL OWNED BY MORE THAN ONE PERSON OR BY A CORPORATION: The vote of the owners of a unit or house owned by more than one (1) person or by a corporation or other entities shall be cast by the person named in a certificate signed by all of the owners of the unit or house and filed with the Secretary of the Association. Such certificate shall be valid until revoked by a subsequent certificate. If such certificate is not on file, the

vote of such owners shall not be considered in determining the requirements for a quorum nor for any other purpose.

Section 5. SPECIAL MEETINGS:

A. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the President and shall be called by the President or Secretary at the request in writing of a majority of the Board of Directors or at the request in writing of nine (9) members. Such requests shall state the purpose or purposes of the proposed meeting;

B. Written notice of a special meeting of members stating the time, place and object thereof shall be served upon or mailed to each member entitled to vote thereat, at such address as appears on the books of the corporation, at least five (5) days before such meeting.

C. Business transacted at all special meetings shall be confined to the object stated in the notice thereof.

Section 6. RIGHT TO VOTE AND PROXIES. At any meeting of the members, every member having the right to vote shall be entitled to vote in person or by proxy. Such proxies shall only be valid for such meeting or subsequent adjourned meeting thereof. When an individual or a corporation owns more than one unit or house, they shall be entitled to the vote for each unit or house so owned.

Section 7. QUORUM. Members entitled to vote and representing owners of fifty percent (50%) plus one of the units or houses, present in person or by written proxy shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by the statutes, by the certificate of incorporation, or by these by-laws. If, however, such quorum shall not be present or represented at any meeting of the members, the members entitled to vote thereat, present in person or represented by written proxy, shall have power to adjourn the meeting from time to time without notice, other than that announced at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting originally called.

Section 8. VOTE REQUIRED TO TRANSACT BUSINESS. When a quorum is present at any meeting, the vote of a majority of the unit and house owners present in person or represented by written



proxy, shall decide any question brought before the meeting unless the question is one upon which by express provision of the statutes or of the certificate of incorporation, the Declaration of Covenants and Restrictions or of these by-laws a different vote is required in which case such expressed provision shall govern and control the decision of such question.

Section 9. WAIVER AND CONSENT. Whenever the vote of members at a meeting is required or permitted by any provision of the statutes or the certificate of incorporation, Declaration of Covenants and Restrictions or these by-laws, to be taken in connection with any action of the corporation, the meeting and vote of members may be dispensed with if all members who would have been entitled to vote if such meeting were held, shall consent in writing to such action being taken.

## ARTICLE 6

### NOTICES

Section 1. DEFINITION: Whenever under the provisions of the statutes or of the certificate of incorporation or of these by-laws, notice is required to be given to any Director or member, it shall not be construed to mean personal notice; but such notice shall be given in writing to such Director or member as his name appears on the books of the Corporation.

Section 2. SERVICE OF NOTICE WAIVER: Whenever any notice is required to be given under the provisions of the statutes or the certificate of incorporation, Declaration of Covenants and Restrictions or 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 thereof.

## ARTICLE 7

### FINANCES

Section 1. FISCAL YEAR: The fiscal year shall begin the 1st day of January each year.

Section 2. CHECKS: All checks or demands for money and notes of the corporation shall be signed by President and Treasurer, and by such officer or officers as the Board of Directors may from time to time designate.

## ARTICLE 8

### SEAL

The seal of the corporation shall have inscribed thereon the name of the corporation, the year of its organization and the words non-profit. Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise.

## ARTICLE 9

### ASSESSMENTS

Assessments against members shall be made in accordance with Section III of the Mattabasset Declaration of Covenants and Restrictions.

Special assessments may be levied against the members only after approval by the membership of the Association at a meeting specially called for that purpose and by a vote of 2/3rds of the members present and voting either in person or by proxy in accordance with the by-laws.

Capital improvements may only be built from surplus funds raised by assessments and/or special assessments.

Annual assessments for each year shall be fixed as promptly as practicable after October 1 of the previous year, and shall be payable monthly commencing on January 1 of the following year.

## ARTICLE 10

### AMENDMENTS

The by-laws may only be altered, modified, amended or added to at any duly called meeting of the members. The concurring vote of fifty (50%) percent of the members shall be required to sustain such action.

ARTICLE 11

CONSTRUCTION

Whenever the masculine singular form of the pronoun is used in these by-laws, it shall be construed to mean the masculine, feminine or neuter; singular or plural, whenever the context so requires.

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