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AMENDED AND RESTATED BYLAWS
OF
BROOKSIDE OF MIDDLEBURY ASSOCIATION, INC.

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OF
BROOKSIDE OF MIDDLEBURY ASSOCIATION, INC.

WHEREAS, Brookside of Middlebury Association, Inc., a Connecticut nonstock corporation with an office in Middlebury, Connecticut, is the association of Unit Owners for a Common Interest Community known as Brookside of Middlebury (hereinafter the “Community”); and

WHEREAS the Executive Board and the Unit Owners of Brookside of Middlebury desire to amend and restate the existing Bylaws of Brookside of Middlebury Association, Inc. (the “Bylaws”) which were recorded in Volume 199 at Page 1087 of the Middlebury Land Records as more particularly set forth herein; and

WHEREAS, Brookside of Middlebury Association, Inc., acting herein by Matthew Gilchrist, its President, hereby certifies that a resolution approving the amendments to the Bylaws as set forth in these Amended and Restated Bylaws was approved by the unanimous consent of the Executive Board of Brookside of Middlebury Association, Inc., following Notice and Comment to all Unit Owners.

NOW, THEREFORE, the Bylaws are hereby amended and restated in their entirety as set forth herein.

ARTICLE I
Introduction

Section 1.1 – Identification. These are the Bylaws of Brookside of Middlebury Association, Inc. (the “Association”), a nonstock corporation established and existing under the Connecticut Revised Nonstock Corporation Act, Chapter 602 of the Connecticut General Statutes, as amended, (the “Nonstock Corporation Act”), which is the association of Unit Owners of Brookside of Middlebury (the “Common Interest Community”) established pursuant to the Connecticut Common Interest Ownership Act, Chapter 828 of the Connecticut General Statutes, as amended (the “Act”).

Section 1.2 – Effect of Declaration. The terms and provisions of these Bylaws are subject to the terms, provisions, conditions, and authorizations of the Declaration establishing the Common Interest Community, as the same may be amended. The definitions of words used in these Bylaws with initial capitalization that are not defined in these Bylaws and that are defined in the Declaration shall apply to such words in these Bylaws. In case of conflict, the definition in the Declaration shall control.

Section 1.3 – Effect of Other Laws. These Bylaws are also subject to the provisions and limitations of the Nonstock Corporation Act and the Act. As provided in

Section 47-207 of the Act, to the extent the Nonstock Corporation Act is inconsistent with the Act, the Act controls.

ARTICLE II

Executive Board

Section 2.1 – Number, Election, Term, and Qualification.

- (a) The Executive Board shall consist of five (5) persons.
- (b) The terms of at least two (2) of the Directors shall expire annually, as established in a resolution of the members setting terms.
- (c) Directors shall be elected at each annual meeting of the Unit Owners.
- (d) All Directors shall be elected by the Unit Owners.
- (e) Directors shall take office upon their election. Despite the expiration of a Director's term, the incumbent Director continues to serve until such Director's successor is elected and qualifies.
- (f) At any meeting at which Directors are to be elected, the Unit Owners may, by resolution, adopt specific procedures for conducting the elections, not inconsistent with the Act, the Declaration, these Bylaws, or the Nonstock Corporation Act.
- (g) A majority of Directors shall be Unit Owners. For the purpose of determining qualification to be a Director, a "Unit Owner" is, in the case of a Unit owned by a corporation, partnership, limited liability company, trust, or other legal entity, any officer, partner, member, manager, trustee or employee of that entity, as designated in writing by the entity.
- (h) As provided in Subsection 47-245(j) of the Act, no person shall provide or offer to any Director or a person seeking election as a Director, and no Director or person seeking election as a Director shall accept, any item of value based on any understanding that the vote, official action, or judgment of such Director or person seeking election would be or has been influenced thereby.

Section 2.2 – Powers and Duties. The powers and duties of the Executive Board and the limitations on the powers of the Executive Board, including the powers that the Executive Board may delegate to a managing agent, are set forth in Section 23.1 of the Declaration.

Section 2.3 – Manager. The Executive Board may employ a manager for the Community at a compensation established by the Executive Board, to perform such duties and services as the Executive Board shall authorize. The Executive Board may

delegate to the manager only the powers granted to the Executive Board by these Bylaws under Subsections 23.1 (c), (e) and (g) of the Declaration. Licenses, concessions and contracts may be executed by the manager pursuant to specific resolutions of the Executive Board, and to fulfill the requirements of the budget.

Section 2.4 – Standard of Care. In the performance of their duties, the officers and Directors shall exercise the degree of care and loyalty to the Association required of an officer or director of a corporation organized under the Nonstock Corporation Act. In addition, and without limiting other provisions of law that apply to Directors, the provisions of Sections 33-1127 *et seq.* of the Nonstock Corporation Act, relating to director's conflicting interest transactions, are applicable to all Directors.

Section 2.5– Personal Action Required of Directors. Directors may not attend meetings of Directors or otherwise act in their capacity as a director through a power of attorney, proxy, or other delegation of authority. Nor may a Director or the Executive Board designate one or more alternates to act in the place of an absent Director. The position of Director is one of personal trust that requires personal action by the individual holding that position.

Section 2.6 – Removal of Directors.

- (a) The Unit Owners present in person or by proxy at a meeting at which a quorum is present, or voting by ballot without a meeting as provided in these Bylaws and the Act, may remove any Director, with or without cause, if the number of votes cast in favor of removal exceeds the number of votes cast in opposition to removal. Unit Owners may not consider whether to remove a Director at a meeting of Unit Owners unless that subject was listed in the notice of the meeting or in the notice of the vote by ballot without a meeting.
- (b) At any meeting at which a vote to remove a Director is being taken, the Director being considered for removal must have a reasonable opportunity to speak before the vote is taken. If the vote is taken by vote by ballot without a meeting, the Director being considered for removal shall be given a reasonable opportunity to deliver information to the Unit Owners as provided in Section 4.14 of these Bylaws relating to votes by ballot without a meeting.

Section 2.7 – Vacancies.

- (a) If a vacancy occurs on the Executive Board, then:
 - (i) If the vacancy was not created by the removal of the Director by the Unit Owners, the vacancy may be filled for the time specified in Section 2.70 by vote of a majority of the remaining Directors at a special meeting of the Executive Board held for that purpose at any time after the occurrence of the vacancy, even though the

Directors present at such meeting may constitute less than a quorum.

- (ii) If the vacancy was created by the removal of a Director by the Unit Owners, then the vacancy shall be filled by vote of the Unit Owners. Such vote may be taken at the meeting at which the Director is removed, or by the same vote by ballot without a meeting by which the Director was removed, or a subsequent vote by ballot without a meeting, or at a special or annual meeting of Unit Owners following the creation of the vacancy.
- (b) Vacancies on the Executive Board shall be filled as soon as reasonably possible.
- (c) Each person so elected or appointed by the Executive Board pursuant to Section 2.7 (a) above shall be a Director for the unexpired term of the directorship being filled or, if earlier, until the next regularly scheduled meeting at which Directors are elected, at which time the Unit Owners shall elect a Director to serve the remainder of the term, if any. Each person so elected by Unit Owners shall serve the unexpired portion of the term of the Director being replaced.

Section 2.8 – Executive Board Meetings.

- (a) First Meeting after Unit Owners Annual Meeting. The first regular meeting of the Executive Board following each annual meeting of the Unit Owners shall be held immediately following adjournment of the annual meeting or thereafter at such time and place as shall be fixed by the Directors.
- (b) Regular Meetings. In addition to the first meeting of the Executive Board following each annual meeting of Unit Owners, the Executive Board may set a schedule of regular meetings by resolution. The schedule of Executive Board meetings shall be given to Unit Owners. Notwithstanding any actions taken by the Executive Board by not less than two-thirds consent of all Directors, there shall be at least two (2) regular meetings of the Executive Board each year.
- (c) Special Meetings. Special meetings of the Executive Board may be called by the President or by a majority of the Directors.

Section 2.9 – Open Meetings.

- (a) Except during executive sessions, all meetings of the Executive Board or any committee established by the Executive Board that is designated to act for the Executive Board in the exercise of any of the powers of the Executive Board under the Declaration shall be open to all Unit Owners

and to a representative designated by a Unit Owner.

- (b) At each Executive Board meeting, the Executive Board shall provide a reasonable opportunity for Unit Owners to comment regarding any matter affecting the Community and the Association.
- (c) This opportunity may be in the form of a comment period at a designated time during the meeting. The Executive Board may adopt reasonable rules and procedures for the conduct of the comment period, including limitations on the length of the comment period and the length of individual comments.
- (d) Nothing in this Section shall permit Unit Owners who are not Directors to participate in the conduct of Executive Board meetings outside of any comment period or other opportunities for comment and input established by the Executive Board.
- (e) A gathering of Directors at which the Directors do not conduct Association business is not a meeting of the Executive Board. The Executive Board and the Directors may not use incidental or social gatherings of Directors or any other method to evade the open meeting requirements of this Section.

Section 2.10 – Executive Sessions. The Executive Board and those committees established by the Executive Board that are designated to act for the Executive Board in the exercise of any of the powers of the Executive Board under the Declaration may hold an executive session only during a regular or special meeting of the Executive Board or such 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.

Section 2.11 – Location of Meetings. All meetings of the Executive Board shall be held in the town in which the Community is located or at some other suitable place that is reasonably convenient to the Common Interest Community.

Section 2.12 – Notices of Meetings.

- (a) 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 shall give notice of each Executive Board meeting to each Director and to the Unit Owners. The notice shall be given at least five (5) days before the meeting and shall state the time, date, place, and agenda of the meeting, except that notice of a meeting to adopt, amend, or repeal a Bylaw or Rule is governed by Section 22.1 of the Declaration.
- (b) Special meetings of the Executive Board to deal with an emergency situation that requires consideration or action by the Executive Board sooner than could be accommodated if the notice requirements of Subsection (a) had to be observed, may be called by the president or a majority of the Directors on such notice as the authority calling the meeting deems appropriate in the circumstances. Notice of matters considered and actions taken at the meeting, if any, shall be provided to the Unit Owners following the meeting.
- (c) 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 Executive Board need not make available copies of materials that are to be considered in executive session.
- (d) If the meeting is included in a schedule given to the Unit Owners, the secretary shall make available an agenda for such meeting to each Director and to the Unit Owners not later than forty-eight (48) hours prior to the meeting.

Section 2.13 – Waiver of Notice. Any Director may waive notice of any meeting. The waiver must be in writing, signed by the Director, and filed with the minutes of the meeting. Attendance by a Director at any meeting of the Executive Board shall constitute a waiver of notice unless the Director, at the beginning of the meeting, or promptly after arriving, objects to holding the meeting, or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither a Director nor the Executive Board may waive the notice of Executive Board meetings that is required to be provided to Unit Owners.

Section 2.14 – Meetings by Telephonic, Video, or Other Conferencing Process. 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 perceive the discussion and offer comments regarding any matter affecting the Community and the Association to the same extent as at in-person Executive Board meetings.

Section 2.15 – Quorum and Voting.

- (a) A quorum of the Executive Board for the taking of any action by the Executive Board at any meeting is present only if a majority of the Directors is present at the time a vote regarding the action is taken.
- (b) Each Director shall have one (1) equal vote on matters voted on by the Executive Board or Special Board Committee of the Executive Board that is authorized to act on behalf of the Executive Board pursuant to Article III.
- (c) If a quorum is present at any meeting of the Executive Board when a vote is taken, the affirmative vote of a majority of the Directors present at the time of the vote is the act of the Executive Board, unless the Declaration or other provisions of these Bylaws require a greater vote.
- (d) Unless the Executive Board is meeting by telephonic, video, or other conferencing process, some, but not all of the Directors, may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating in the meeting may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 2.16 – Action by Not Less than Two-Thirds Consent. Instead of meeting, the Executive Board may act by not less than two-thirds consent of all Directors as documented in a record authenticated by all the Directors noting the consent or non-consent of each Director. The secretary promptly shall give notice to all Unit Owners of any action taken by not less than two-thirds consent of all Directors.

Section 2.17 – Limitation on Challenges. Even if an action by the Executive Board is not in compliance with the requirements of Section 47–250 of the Act, 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 said Section 47–250 may not be brought more than sixty (60) 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.

Section 2.18 – Compensation. Directors may receive fees from the Association for acting as Directors or officers of the Association or compensation as employees of the Association, in each case, as may be set by resolution of the Unit Owners. A Director may be reimbursed for necessary expenses actually incurred in connection with such Director's duties, as approved by the Executive Board.

Section 2.19 – Record of Votes Cast. The minutes of all Executive Board meetings shall contain a record of how each Director cast his or her vote on any final action proposed to be taken by the Executive Board unless such action was approved either by unanimous consent of the Directors or without objection by any Director.

ARTICLE III Committees

Section 3.1 – Special Board Committees.

- (a) The Executive Board may, by resolution, establish one (1) or more committees (herein, a "Special Board Committee") who may exercise the power of the Executive Board to the extent specified by the Executive Board in the resolution establishing the Special Board Committee. The members of a Special Board Committee shall consist of those Directors that are appointed by the Executive Board to such Special Board Committee. The membership of a Special Board Committee shall, at all times, be limited to incumbent Directors. Each such Special Board Committee shall maintain minutes of its meetings and shall provide copies thereof to the full Executive Board and keep the Executive Board informed of its meetings and activities including, without limitation, any exercise of the power of the Executive Board by such Special Board Committee.
- (b) A Special Board Committee shall not have the authority or power to do any act that the full Executive Board does not have the authority or power to do and, in all events, may not:
 - (i) Approve or recommend to Unit Owners any action that requires the consent of Unit Owners;
 - (ii) Fill vacancies on the Executive Board or, unless authorized in the Executive Board resolution creating the Special Board Committee, on any Special Board Committee;
 - (iii) Adopt, amend, or repeal Bylaws;

- (iv) Adopt, amend or repeal budgets and special assessments;
 - (v) Approve a plan of merger;
 - (vi) Authorize the borrowing of money by the Association;
 - (vii) Approve a sale, lease, or exchange of all, or substantially all, of the Association's property or a mortgage, pledge, or other encumbrance on any Association asset; or
 - (viii) Dissolve the Association.
- (c) The Executive Board may appoint one (1) or more Directors as alternate members of any Special Board Committee to replace any absent or disqualified Director on the Special Board Committee during the Director's absence or disqualification. If authorized by the resolution creating the Special Board Committee, in the absence or disqualification of a Director on a Special Board Committee, the Directors present at any meeting of a Special Board Committee and not disqualified from voting may, by unanimous vote, appoint another Director to act in place of the absent or disqualified Director.
- (d) Special Board Committees shall be subject to and shall comply with all requirements applicable to meetings of the Executive Board, including, without limitation, requirements relating to notice, locations of meetings, Unit Owner participation in meetings, quorum, and voting requirements.

Section 3.2 – Advisory Committees. The Executive Board, by resolution, may establish one (1) or more committee (herein, an "Advisory Committee") that are not Special Board Committees. Advisory Committees are not authorized or empowered to exercise the power of the Executive Board. The president may also establish one (1) or more Advisory Committee. Membership of Advisory Committees may include, but is not limited to, Directors, and other Persons, who need not be Unit Owners, as may be appointed to such Advisory Committee by the Executive Board or the president, whichever is the establishing authority. Such Advisory Committees shall exist at the pleasure of the Executive Board or the president, whichever is the establishing authority, and shall perform such tasks and functions as the establishing authority, shall, from time to time, specify. The president shall keep the Executive Board informed of Advisory Committees appointed by the president and their activities. Each Advisory Committee shall maintain minutes of its meetings and shall provide copies thereof to the president and Executive Board and keep the president and the Executive Board informed of its meetings and activities. Such Advisory Committees, even if appointed by the Executive Board, may not act for the Executive Board in the exercise any of the powers of the Executive Board.

ARTICLE IV Unit Owners

Section 4.1 – Annual Meeting. Annual meetings of Unit Owners shall be held each year at such time as the Executive Board may determine. At such meeting, the Directors shall be elected by vote of the Unit Owners. Only matters described in the meeting notice of the annual meeting may be considered at the annual meeting.

Section 4.2 – Budget and Special Assessment Meetings. Meetings of Unit Owners to consider proposed budgets or proposed special assessments shall be called in accordance with Sections 17.4 or 17.5 of the Declaration, as applicable. The budget or special assessment may be considered at annual or special meetings called for other purposes as well.

Section 4.3 – Special Meetings. Special meetings of Unit Owners may be called by the president, a majority of the Executive Board, or if Unit Owners having at least twenty percent (20%) of the Votes in the Association request the secretary to call a meeting. If the Association does not notify Unit Owners of a special meeting within fifteen (15) days after the requisite number or percentage of Unit Owners request the secretary to do so, the requesting Unit Owners may directly notify the Unit Owners of the meeting. Only matters described in the meeting notice of the special meeting may be considered at a special meeting.

Section 4.4 – Place of Meetings. Meetings of the Unit Owners shall be held at a suitable place at the location designated by the party calling the meeting which location shall be at the Common Interest Community, in the town in which any portion of the Community is located, in a neighboring town, or at such other suitable place that is reasonably convenient to the Unit Owners, which may be designated by the party calling the meeting.

Section 4.5 – Meetings by Telephonic, Video, or Other Conferencing Process. If the Executive Board determines that a meeting of Unit Owners can be held effectively by telephonic, video, or other conferencing process, then the Executive Board may allow for Unit Owner meetings to be held by telephonic, video, or other conferencing process as specified and in accordance with an authorizing resolution adopted by the Executive Board, 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 perceive the discussion and offer comments regarding any matter affecting the Community and the Association.

Section 4.6 – Notice of Meetings. The secretary or other officer specified in the Bylaws shall notify the Unit Owners of the time, date, and place of each annual or special meeting of the Unit Owners not less than ten (10) nor more than sixty (60) days before the meeting date. If the first meeting of the Executive Board to be held after an annual meeting is to take place promptly after the adjournment thereof, the notice of such

Executive Board meeting may be combined with the notice of the annual meeting. The notice of any meeting of Unit Owners shall state the time, date, and place of the meeting and the items on the agenda, including, if applicable:

- (a) a statement of the general nature of any proposed amendment to the Declaration, including the proposed text of the proposed amendment and the text of any provision proposed to be removed;
- (b) a statement of the general nature of any proposed amendment to the Bylaws, including the text of any proposed amendment and the text of any provision proposed to be removed;
- (c) any budget changes; and
- (d) any proposal to remove any Director or any officer that was appointed by the Unit Owners.

In addition, the notice shall contain specific notice of a proposed action if the Act, the Declaration, or the Bylaws requires specific notice of such proposed action. Only matters described in the notice of the meeting may be considered at that meeting.

Section 4.7 – Waiver of Notice.

- (a) Any Unit Owner may waive notice of any meeting. The waiver must be in writing, signed by the Unit Owner, and filed with the minutes of the meeting.
- (b) Attendance by a Unit Owner at any meeting of the Unit Owners:
 - (i) Shall constitute a waiver of notice unless the Unit Owner at the beginning of the meeting objects to holding the meeting, or transacting business at the meeting; and
 - (ii) Shall constitute a waiver of objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Unit Owner objects to considering the matter when it is presented.

Section 4.8 – Adjournment of Meeting. At any meeting of Unit Owners, a majority of the Unit Owners who are present at such meeting, even if those present do not constitute a quorum, either in person or by proxy, may adjourn the meeting to another time.

Section 4.9 – Opportunity for Unit Owner Comment.

- (a) At each meeting of Unit Owners, the Unit Owners shall be given a reasonable opportunity to comment regarding any matter affecting the Community or the Association.
- (b) This opportunity may be in the form of a comment period at a designated time during the meeting. The Executive Board may adopt reasonable rules and procedures for the conduct of the comment period, including limitations on the length of the comment period and the length of individual comments.

Section 4.10 – Order of Business. Except as otherwise provided in the notice of the meeting or determined by vote of the Unit Owners present at the meeting, the order of business at all meetings of the Unit Owners shall be as follows, as applicable and appropriate:

- (a) Roll call (or check-in procedure).
- (b) Proof of notice of meeting.
- (c) Consideration and approval of minutes of preceding meeting.
- (d) Reports, as applicable and as determined by the Executive Board, of the Manager, the president, other officers, Special Board Committees, if any, Advisory Committees, if any.
- (e) Establish number of Directors (if applicable).
- (f) Election of inspectors of election or voting (when required).
- (g) Election of Directors (when required).
- (h) Consideration of ratification of budget (when required).
- (i) Consideration of ratification of special assessment (when required).
- (j) Unfinished business (as included in the notice of the meeting).
- (k) New business (as included in the notice of the meeting).

Section 4.11 – Moderator of Meetings.

- (a) The president shall preside at each meeting of Unit Owners unless, in light of the nature of the proceeding or the nature of the agenda items, the Executive Board or the president determines to designate another person

to act as chairperson and preside at the meeting for all or a portion of the meeting as specified by the Executive Board or the chair of the meeting, as the case may be.

- (b) It may, from time to time, be necessary or appropriate for the president of the Association, as its chief executive officer, or for another officer chairing a meeting to participate in the debate on a topic at an Association meeting, something that the individual chairing a meeting may not do. In such case, the person chairing the meeting may relinquish the chair in order to participate in the debate and the Unit Owners may select a moderator to chair the meeting. If the person chairing a meeting relinquishes the chair to participate in the debate on an issue, such person may not resume chairing the meeting until the debate and, if applicable, vote on the issue has concluded.
- (c) The chairperson designated by the Executive Board or the President or selected by the Unit Owners need not be a Unit Owner, Director, or officer.

Section 4.12 – Voting – Generally.

- (a) If only one (1) of several owners of a Unit is present at a meeting of the Unit Owners, in person or by proxy, that owner is entitled to cast all the Votes allocated to that Unit. If more than one (1) of the owners of the Unit is present, in person or by proxy, the Votes allocated to that Unit may be cast only in accordance with the agreement of a majority in interest of the Unit Owners. There is majority agreement if any one (1) of the owners casts the Votes allocated to that Unit without protest being made promptly to the Person presiding over the meeting by any of the other owners of the Unit.
- (b) If a Unit is owned by a corporation, partnership, limited liability company, trust, or other legal entity, the natural person designated in a record provided to the Association to participate and vote on behalf of the entity at meetings and in other votes of Unit Owners conducted by the Association may so participate and vote. In the absence of such a designation, the following may participate and vote at meetings and other votes of Unit Owners conducted by the Association: any officer of a corporation, any general partner of a partnership, any manager of a manager-managed limited liability partnership, any member of a member-managed limited liability company, or any trustee of a trust. The moderator of the meeting may require reasonable evidence that the natural person voting on behalf of a legal entity that owns a Unit is qualified to vote.
- (c) No votes allocated to a Unit owned by the Association may be cast.

- (d) In the case of amendments to the Declaration, or agreements to the assignment of the Association's rights to future income, Unit Owners may also indicate their assent by written agreement.

Section 4.13 – Voting – Proxies. The following requirements apply to proxy voting:

- (a) Votes allocated to a Unit may be cast at a meeting of Unit Owners pursuant to a directed or undirected proxy duly executed by the Unit Owner of the Unit. The proxy may be given to any individual, whether or not a Unit Owner, or to the holder of an office in the Association, such as the president or the secretary. A proxy may not be given to the Executive Board as a body but a proxy may be given to an individual who is a Director.
- (b) If a Unit is owned by more than one (1) Person, each Owner of the Unit may vote or register protest to the casting of votes by the other Owner(s) of the Unit through a duly executed proxy.
- (c) A Unit Owner may revoke a proxy only by actual notice of revocation to the individual presiding over the meeting of the Association.
- (d) A proxy is void if it is not dated or purports to be revocable without notice.
- (e) A proxy terminates one (1) year after its date, unless it specifies a shorter term.
- (f) A Person may not cast more than fifteen percent (15%) of the Votes in the Association pursuant to undirected proxies. A proxy which directs the proxy holder to vote in a certain way on one (1) or more matters even if it gives no direction to the proxy holder on other matters shall not, for the purposes of this Subsection, be considered an undirected proxy.

Section 4.14 – Conduct of Vote of Unit Owners without Meeting. Except to the extent prohibited or limited by the Declaration or these Bylaws, the Executive Board, and only the Executive Board, may, by resolution, determine to hold a vote of the Unit Owners by vote by ballot without a meeting. In that event, the following requirements apply:

- (a) The Association shall notify the Unit Owners that the vote will be taken by vote by ballot without a meeting;
- (b) The Association shall deliver a paper or electronic ballot to every Unit Owner entitled to vote on the matter;

- (c) The ballot must set forth each proposed action to be voted on or office to be filled and provide an opportunity to vote for or against the action or the candidate for office;
- (d) When the Association delivers the ballots, it shall also:
 - (i) Indicate the number of responses needed to meet the quorum requirements;
 - (ii) State the percentage of votes necessary to approve each matter other than election of Directors;
 - (iii) Specify the time and date by which the ballot must be delivered to the Association to be counted, which time and date may not be fewer than three (3) days after the date the Association delivers the ballot; and
 - (iv) Describe the time, date, and manner by which Unit Owners wishing to deliver information to all Unit Owners regarding the subject of the vote may do so.
- (e) Except as otherwise provided in the Declaration or these Bylaws, a ballot for a vote by ballot without a meeting is not revoked after delivery to the Association by death or disability or attempted revocation by the Person that cast that vote; and
- (f) Approval by vote by ballot without a meeting is valid only if the number of Votes cast by ballots equals or exceeds the quorum required to be present at a meeting authorizing the action.
- (g) Where one (1) or more Directors are to be elected by means of vote by ballot without a meeting, at least thirty (30) days before the ballots are to be distributed, the Executive Board may solicit nominations of candidates for the Director positions that are to be filled and specify a date not less than twenty (20) days before the ballots are to be distributed for such nominations to be received by the Executive Board. The Executive Board shall include with the ballot for such election of Directors the names of persons nominated. The Executive Board may establish rules and procedures for candidates to provide information to be included with the ballot when distributed to the Unit Owners.
- (h) All voting by ballot without a meeting shall be by secret vote.
- (i) The resolution of the Executive Board for a vote of Unit Owners by vote by ballot without a meeting may specify such other procedural and

logistical details of the voting procedure that are not inconsistent with or contrary to the applicable requirements of the Act and the Bylaws as the Executive Board deems appropriate. The Executive Board may engage the services of a third-party vendor to conduct the vote by ballot without a meeting.

Section 4.15 – Quorum. Except as otherwise provided in these Bylaws, the Unit Owners present in person or by proxy, at any meeting of Unit Owners or casting ballots in a vote by ballot without a meeting, shall constitute a quorum for action at such meeting or approval by vote without a meeting.

Section 4.16 – Requisite Vote. A majority of the Votes cast at a meeting at which a quorum is present or a majority of the Votes cast by ballot without a meeting in which the total Votes cast equal or exceed a quorum, is the decision of the Unit Owners for all purposes, except where a higher percentage vote is required in the Act or other law, the Declaration, or these Bylaws.

Section 4.17 – Action by Agreement. Where the Act requires the vote or agreement of the Unit Owners to a specific action, a Unit Owner may agree to the action in a written agreement or other record delivered to the Association that is signed or otherwise authenticated by the Unit Owner and contains or refers to the action to which the Unit Owner is agreeing. A written agreement or record signed by one (1) of the owners of a Unit constitutes the agreement of all owners of the Unit, unless one (1) or more of the other owners of the Unit give written notice to the Association of disagreement with that action before the vote or agreement on the action under consideration becomes effective. If more than one (1) of the Owners of a Unit delivers a written agreement or other record, the position taken by a majority in interest of those Unit Owners who deliver written agreements or other records constitutes the position of all Unit Owners of the Unit.

Section 4.18 – Rules of Order. Meetings of the Association shall be conducted in accordance with the most recent edition of Robert's Rules of Order Newly Revised unless:

- (a) The Declaration, the Bylaws, the Act, or other applicable law provides otherwise; or
- (b) Two-thirds (2/3) of the Votes allocated to Unit Owners present at the meeting, in person or by proxy, vote to suspend those rules.

ARTICLE V

Officers

Section 5.1 – Designation. The principal officers of the Association shall be the president, the vice president, the secretary, and the treasurer, all of whom shall be elected by the Executive Board. The Executive Board may appoint an assistant treasurer, an

assistant secretary, and such other officers as in its judgment may be necessary. The president and vice president, but no other officers, shall each be a Director at all times while holding their respective offices. Any two (2) offices may be held by the same person, except the offices of president and vice president, the offices of president and the secretary, or the offices of vice president and secretary. The office of vice president may be vacant. The Directors and officers shall take office upon election.

Section 5.2 – Election of Officers. The officers of the Association shall be elected annually by the Executive Board at the organization meeting of each new Executive Board and shall continue in office until a successor is elected or such officer is earlier removed from office.

Section 5.3 – Removal of Officers. Upon the affirmative vote of a majority of the Directors, any officer may be removed, with or without cause, and a successor may be elected at any regular meeting or special meeting of the Executive Board called for that purpose.

Section 5.4 – President. The president shall be the chief executive officer of the Association. Except as otherwise provided by these Bylaws, the president shall preside at all meetings of the Unit Owners and of the Executive Board. The president shall have all of the general powers and duties which are incident to the office of president of a nonstock corporation under the Nonstock Corporation Act, including but not limited to the power to appoint committees, from time to time, as the president determines is appropriate to assist in the conduct of the affairs of the Association. The president may fulfill the role of treasurer in the absence of the treasurer. The president, as attested by the secretary, may cause to be prepared and may execute amendments to the Declaration and the Bylaws on behalf of the Association, following authorization or approval of the particular amendment as applicable.

Section 5.5 – Vice President. The vice president shall take the place of the president and perform the duties of president whenever the president is absent or unable to act. If neither the president nor the vice president is able to act, the Executive Board shall appoint some other Director to act in the place of the president on an interim basis. The vice president shall also perform such other duties as may be assigned by the Executive Board or by the president.

Section 5.6 – Secretary. The secretary shall keep or cause to be kept the minutes of all meetings of the Unit Owners and the Executive Board. The secretary shall have charge of such books and papers as the Executive Board may direct and shall, in general, perform all the duties incident to the office of secretary of a nonstock corporation organized under the Nonstock Corporation Act. The secretary may cause to be prepared and may attest to execution by the president of amendments to the Declaration and the Bylaws on behalf of the Association, following authorization or approval of the particular amendment as applicable.

Section 5.7 – Treasurer. The treasurer shall have the responsibility for Association's funds and securities and shall be responsible for keeping or causing to be kept full and accurate financial records and books of account showing all receipts and disbursements, and for the preparation of all required financial data. The treasurer shall be responsible for the deposit of all monies and other valuable effects in such depositories as may from time to time be designated by the Executive Board, and shall, in general, perform all the duties incident to the office of treasurer of a nonstock corporation organized under the Nonstock Corporation Act. The treasurer may endorse on behalf of the Association for collection only, checks, notes, and other obligations, and shall deposit the same and all monies in the name of and to the credit of the Association in such banks as the Executive Board may designate. The treasurer may have custody of and shall have the power to endorse for transfer on behalf of the Association stocks, securities, or other investment instruments owned or controlled by the Association or as fiduciary for others.

Section 5.8 – Agreements, Contracts, Deeds, Checks, etc. Except as otherwise provided or required by these Bylaws, all agreements, contracts, deeds, leases, checks, and other instruments of the Association shall be executed by an officer of the Association or by such other Person or Persons as may be designated by the Executive Board.

Section 5.9 – Compensation. An officer may receive fees from the Association for acting as an officer of the Association and/or, if an employee of the Association, compensation as an employee of the Association, in each case, as may be set by resolution of the Unit Owners. An officer may be reimbursed for necessary expenses actually incurred in connection with such officer's duties, as approved by the Executive Board.

ARTICLE VI

Fines

By resolution, following Notice and an opportunity to be heard, the Executive Board may levy a reasonable fine after such Notice and opportunity to be heard and resolution of the Executive Board that a violation of the Declaration, Bylaws, or Rules persists, but such fine shall not exceed that amount necessary to insure compliance with the rule or order of the Executive Board. Each day that a violation continues shall be considered a separate violation and a fine in a reasonable amount shall be imposed for the continuation of that violation.

ARTICLE VII

Indemnification

The Association shall indemnify Directors and officers of the Association as and to the extent provided in Sections 33-1116 to 33-1124 inclusive of the Connecticut General Statutes, the provisions of which are hereby incorporated by reference and made a part hereof.

ARTICLE VIII
Records

Section 8.1 – Records and Audits. The Association shall maintain financial records. The financial records shall be maintained and if required by the Declaration or by the Executive Board shall be audited. The cost of the audit shall be a Common Expense unless otherwise provided in the Declaration.

Section 8.2 – Records to be Maintained. The Association shall retain the following records:

- (a) Detailed records of receipts and expenditures affecting the operation and administration of the Association and other appropriate accounting records, including, but not limited to, records relating to reserve accounts, if any;
- (b) Minutes of all meetings of the Unit Owners and the Executive Board other than executive sessions, a record of all actions taken by the Unit Owners or the 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 Unit Owners and the addresses at which the Association communicates with the Unit Owners, in alphabetical order showing the number of Votes each Unit Owner is entitled to cast;
- (d) The Association's original or restated organizational documents, if required by law other than the Act, the Declaration and all amendments to the Declaration, Bylaws and all amendments to the Bylaws and all Rules currently in effect;
- (e) All financial statements and tax returns of the Association for the past three (3) years;
- (f) A list of the names and addresses of the Association's current Directors and officers;
- (g) The Association's most recent annual report delivered to the Secretary of the State, if any;
- (h) Financial and other records sufficiently detailed to enable the Association to comply with Section 47–270 of the Act;
- (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 from votes by ballot without a meeting, ballots cast at meetings, proxies, and other records related to voting by Unit Owners for one (1) year after the election, action, or vote to which they relate.

Section 8.3 – Examination and Copying of Records.

- (a) Subject to Subsections (b) and (c) of this Section, all records retained by the Association shall be available for examination and copying by a Unit Owner or the Unit Owner's authorized agent:
 - (i) During reasonable business hours or at a mutually convenient time and location; and
 - (ii) Upon five (5) days' notice in a record reasonably identifying the specific records of the Association requested.
- (b) Records retained by the Association shall be withheld from inspection and copying to the extent that they concern:
 - (i) Personnel, salary, and medical records relating to specific individuals, unless waived by the persons to whom such records relate; or
 - (ii) Information the disclosure of which would violate any law other than the Act.
- (c) Except as provided in Subsection (d), records retained by the Association shall be withheld from inspection and copying to the extent that they concern:
 - (i) Contracts, leases, and other commercial transactions to purchase or provide goods or services, currently being negotiated;
 - (ii) Existing or potential litigation or mediation, arbitration, or administrative proceedings;
 - (iii) Existing or potential matters involving federal, state, or local administrative or other formal proceedings before a governmental tribunal for enforcement of the Declaration, Bylaws, or Rules;

- (iv) Communications with the Association's attorney which are otherwise protected by the attorney–client privilege or the attorney work–product doctrine;
 - (v) Records of an executive session of the Executive Board; or
 - (vi) Individual Unit files other than those of the requesting owner.
- (d) Records withheld from inspection under Subsection (c) above may be made available for inspection and copying only if, and only to the extent that, the Executive Board, in its sole discretion, determines that they should be made available.
- (e) The Association may charge a reasonable fee for providing copies of any records under this Section and for supervising the Unit Owner's inspection.
- (f) A right to copy records under this Section includes the right to receive copies by photocopying or other means, including copies through an electronic transmission if available, upon request by the Unit Owner.
- (g) The Association is not obligated to compile or synthesize information.
- (h) Information provided pursuant to this Section may not be used for commercial purposes.

Section 8.4 – Resale Certificates and Statements of Unpaid Assessments.

- (a) The treasurer, assistant treasurer, or a Manager employed by the Association, or, in their absence, any officer having access to the books and records of the Association, may prepare, certify, and execute resale certificates in accordance with Section 47–270 of the Act and statements of unpaid assessments in accordance with Subsection 47–258(h) of the Act.
- (b) The Association may charge a reasonable fee for preparing resale certificates and statements of unpaid assessments. The amount of this fee and the time of payment shall be established by resolution of the Executive Board subject to any limitations contained in the Act. The Association may refuse to furnish resale certificates and statements of unpaid assessments until the fee is paid. Any unpaid fees may be assessed as a Common Expense against the Unit for which the certificate or statement is furnished.
- (c) The Executive Board shall adopt a form resale certificate to satisfy the requirement of Section 47–270 of the Act.

ARTICLE IX
Notices

Section 9.1 – Notices to Association or Executive Board. All notices to the Association or the Executive Board shall be delivered as follows:

- (a) To the address designated by the Association, from time to time, by notice in a record to the Unit Owners and to the Eligible Mortgagees and Eligible Insurers, if any;
- (b) If the Association does not designate an address, to the office of the Manager; or
- (c) If there is no Manager, then either:
 - (i) to the registered agent of the Association at the address of such registered agent as on file with the Connecticut Secretary of the State; or
 - (ii) to the statutory agent of the Association, appointed in accordance with Section 47-244a of the Act at the address of such statutory agent as on file with the Connecticut Secretary of the State.

Section 9.2 – Notices from Association to Unit Owners.

- (a) Unless the Act, the Declaration, or these Bylaws requires a different manner of giving notice, any notice required to be delivered by the Association to Unit Owners shall be delivered to any mailing or electronic mail address that a Unit Owner designates, except that the Association may also deliver notices by:
 - (i) Hand delivery to each Unit Owner;
 - (ii) Hand delivery, United States mail postage paid, or commercially reasonable delivery service to the mailing address of each Unit;
 - (iii) Electronic means, if the Unit Owner has given the Association an electronic address; or
 - (iv) Any other method reasonably calculated to provide notice to the Unit Owner.
- (b) Notices of hearings to be held pursuant to Subsection 47-278(c) or Subsection 47-278(d) of the Act and Article XXII of the Declaration and notice of the decision of the Executive Board following any such hearing shall be in writing and sent by certified mail, return receipt requested, and by regular mail, to the Unit Owner.

Section 9.3 – Notices to Directors. Notices to Directors shall be in writing, unless oral notice is reasonable in the circumstances and may be communicated in person, by United States mail or other method of delivery, or by voice mail, or other electronic means. Notice by electronic mail is written notice.

Section 9.4 – Notices to Unit Owners of Legal Proceedings. The Executive Board shall promptly 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.

Section 9.5 – Effectiveness. All notices required to be given by the Association shall be deemed to have been given when sent. Notices to the Association or the Manager are effective only when actually received.

Section 9.6 – No Invalidity of Action. The ineffectiveness of a good faith effort to deliver notice by an authorized means does not invalidate action taken with or without meeting.

Section 9.7 – Calculation of Time Periods. In computing the period of time of any notice required or permitted to be given under the Bylaws or a resolution of Unit Owners or Directors, the day on which the notice is given shall be excluded and the day on which the matter noticed is to occur shall be included, in the absence of a contrary provision.

ARTICLE X Amendments to Bylaws

Section 10.1 – Amendments by Executive Board. Except as otherwise provided in Section 10.2, the Executive Board may amend the Bylaws by a vote of two-thirds (2/3) of all of the Directors at any meeting of the Executive Board duly called for such purpose after Notice and Comment.

Section 10.2 – Amendments by Unit Owners. Only the Unit Owners (and not the Executive Board) shall have the power, by vote of Unit Owners of Units to which more than fifty percent (50%) of the Votes in the Association are allocated, to adopt, amend, or repeal any Bylaw that relates to or affects any of the following:

- (a) The qualifications, powers and duties, or terms of office of Directors;
- (b) The number of Directors;
- (c) The manner of election of Directors;

- (d) The timing or content of notices of meetings of Unit Owners, opportunities for Unit Owner comment at any meeting of the Executive Board or the Association, methods or procedures for voting or actions by Unit Owners without meeting or any provision of Article IV of these Bylaws; or
- (e) The manner or required vote to adopt, amend, or repeal any Bylaw, including, without limitation, any provision of this Section 10.2.

Section 10.3 – Execution of Amendments. Amendments to the Bylaws that have been duly adopted shall be prepared and certified on behalf of the Association by any officer of the Association designated for that purpose or, in the absence of designation, by the president of the Association.

Section 10.4 – Notice to Unit Owners of Amendments to the Bylaws. Following the adoption of an amendment to these Bylaws by the Association, the Association shall give all Unit Owners notice of its action and include with it a copy of such amendment.

Section 10.5 – Limitation of Challenges. No action to challenge the validity of an amendment to the Bylaws adopted by the Executive Board or the Unit Owners consistent with the provisions of this Article may be brought more than one (1) year after the later of the date that the amendment is effective or the date that notice of the amendment has been provided to the Unit Owners.

ARTICLE XI

Miscellaneous

Section 11.1 – Fiscal Year. The Executive Board shall establish the fiscal year of the Association.

Section 11.2 – Waiver. No restriction, condition, obligation, or provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches which may occur.

Section 11.3 – Office. The principal office of the Association shall be at the Property or at such other place as the Executive Board may from time to time designate.

Certified to be the Amended and Restated Bylaws of Brookside of Middlebury Association, Inc. approved by the affirmative vote of the Executive Board, following Notice and Comment to all Unit Owners.

Brookside of Middlebury Association, Inc.


Kristie Weidemier

Dwight Harris

By: 
Matthew S. Gilchrist, its President

STATE OF CONNECTICUT

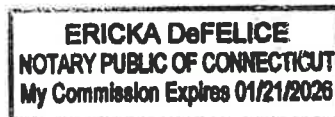
COUNTY OF NEW HAVEN

)
) ss. Southbury May 14, 2021
)

Personally appeared, Matthew S. Gilchrist, President Brookside of Middlebury Association, Inc., a Connecticut corporation, signer and sealer of the foregoing instrument, and acknowledged the same to be his free act and deed, and the free act and deed of such corporation, before me.



Notary Public



RECEIVED FOR RECORD
Jun 07, 2021 02:34:08P
BRIGITTE M. BESSETTE
TOWN CLERK
MIDDLEBURY, CT