

**Bylaws**  
**Walnut Tree Village Condominium**

Order: 8Y2NMBZ7C  
Address: 37 Elizabeth Cir  
Order Date: 09-13-2021  
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Doc ID: 002600360025 Type: LAN

BK 1032 PG 747-771

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COUNCIL BYLAWS  
OF  
WALNUT TREE VILLAGE PHASE I COUNCIL, INC.

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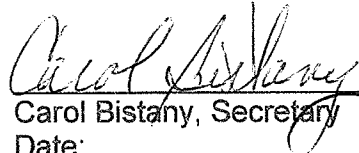
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I, Carol Bistany, as Secretary of Walnut Tree Village Phase I Council, Inc., hereby certify that pursuant to relevant provisions of the Declaration of Walnut Tree Village Condominium Association, Inc., the foregoing Council Bylaws were adopted by the Council Board of Walnut Tree Village Phase I Council, Inc.

  
\_\_\_\_\_  
Carol Bistany, Secretary  
Date:

Final

3/7/13

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**COUNCIL BYLAWS  
OF  
WALNUT TREE VILLAGE PHASE I COUNCIL, INC.**

ARTICLE I  
INTRODUCTION

Section 1.1 – Identification. These are the Council Bylaws of Walnut Tree Village Phase I Council, Inc. (the “Phase I Council”) 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 the Phase I Council Area of Walnut Tree Village (the “Condominium”) 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 Council Bylaws are subject to the terms, provisions, conditions, and authorizations of the Declaration establishing the Condominium, as the same may be amended. The definitions of words used in these Council Bylaws with initial capitalization that are not defined in these Council Bylaws and that are defined in the Declaration shall apply to such words in these Council Bylaws. In case of conflict, the definition in the Declaration shall control.

Section 1.3 – Effect of Other Laws. These Council Bylaws are also subject to the provisions and limitations of the Nonstock Corporation Act and the Act. As provided in Section 47-207, to the extent the Nonstock Corporation Act is inconsistent with the Act, the Act controls.

ARTICLE II  
COUNCIL BOARD

Section 2.1 – Number, Election, Term and Qualification.

- (a) The Executive Board of the Phase I Council (the “Council Board”) will consist of three (3) Directors (the “Council Directors”), all of whom will be elected by the owners of Units located within the Phase I Council Area of the Condominium (the “Phase I Unit Owners”).
- (b) The Council Directors elected by the Phase I Unit Owners must be Phase I Unit Owners. If any Unit located within the Phase I Council Area of the Condominium is owned by a partnership, limited liability company or corporation, any officer, partner, member or employee of the owner of this Unit shall be eligible to serve as a Council Director and shall be deemed to be a Phase I Unit Owner for the purposes of this Subsection 2.1(b).
- (c) At any meeting at which Council Directors are to be elected, the Phase I Unit Owners may, by resolution, adopt specific procedures for conducting the elections, not inconsistent with the Act, the Declaration, the Bylaws, these Council Bylaws or the Nonstock Corporation Act.

- (d) The term of each Council Director shall be three (3) years. The terms of at least one third (1/3) of the Council Directors shall expire annually, as established in a resolution of the Phase I Unit Owners setting terms.
- (e) The Council Board shall elect the officers. The Council Directors and officers shall take office upon election.
- (f) The Phase I Council shall call and give not less than ten (10) nor more than sixty (60) days' notice of a meeting of the Phase I Unit Owners for this purpose. Such meeting may be called and the notice given by any Phase I Unit Owner if the Phase I Council fails to do so.

Section 2.2 – Powers and Duties. The powers and duties of the Council Board and the limitations on the powers of the Council Board, including the powers that the Council Board may delegate to a managing agent, are set forth in Section 25.2 of the Declaration.

Section 2.3 – Manager. The Council Board may employ a manager for the Phase I Council at a compensation established by the Council Board, to perform such duties and services as the Council Board shall authorize. The Council Board may delegate to the manager only the powers granted to the Council Board by the Declaration under Subdivisions 25.2(s), (u), (w) and (x). Licenses, concessions and contracts may be executed by the manager pursuant to specific resolutions of the Council Board, and to fulfill the requirements of the budget.

Section 2.4 – Standard of Care. In the performance of their duties, the officers and Council Directors shall exercise the degree of care and loyalty to the Phase I Council 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 Council Directors, the provisions of §§33-1127 et seq. of the Nonstock Corporation Act, relating to director's conflicting interest transactions, are applicable to all Council Directors.

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

Section 2.6 – Removal of Directors.

- (a) The Phase I Unit Owners in person or by proxy at a meeting at which a quorum is present, or voting by ballot as provided in these Council Bylaws, the Bylaws and the Act, may remove any member of the Council Board, with or without cause, if the number of votes cast in favor of removal exceeds the number of votes cast in opposition to removal, except that:



- (i) The Phase I Unit Owners may not consider whether to remove a member of the Council Board at a meeting of the Phase I Unit Owners unless that subject was listed in the notice of the meeting or the notice of the vote by ballot.
- (b) At any meeting at which a vote to remove a member of the Council Board is to be taken, the Council Director being considered for removal must have a reasonable opportunity to speak before the vote is taken. If the vote is taken by ballot, the Council Director being considered for removal shall be given a reasonable opportunity to deliver information to the Phase I Unit Owners as provided in the provisions of the Act, the Bylaws and these Council Bylaws relating to votes by ballot.

Section 2.7 – Vacancies.

- (a) If a vacancy occurs in the Council Board, then:
  - (i) If the vacancy was not created by the removal of the Council Director by the Phase I Unit Owners, the vacancy may be filled for the time specified in Subsection 2.7(b) by vote of a majority of the remaining Council Directors at a special meeting of the Council Board held for that purpose at any time after the occurrence of the vacancy, even though the Council Directors present at such meeting may constitute less than a quorum.
  - (ii) If the vacancy was created by the removal of a Council Director by the Phase I Unit Owners, then the vacancy shall be filled by vote of the Phase I Unit Owners. Such vote may be taken at the meeting at which the Council Director is removed, or by the same ballot by which the Council Director was removed, or a subsequent ballot vote, or at a special or annual meeting of Phase I Unit Owners following the creation of the vacancy.
- (b) Each person so elected or appointed by the Council Board pursuant to Section 2.7 (a) above shall be a Council Director for the unexpired term of the directorship being filled or, if earlier, until the next regularly scheduled meeting at which Council Directors are elected, at which time the Phase I Unit Owners shall elect a Council Director to serve the remainder of the term, if any. Each person so elected by Phase I Unit Owners shall serve the unexpired portion of the term of the Director being replaced.

Section 2.8 – Council Board Meetings.

- (a) First Meeting after Annual Meeting of Phase I Unit Owners. The first regular meeting of the Council Board following each annual meeting of the Phase I Unit Owners shall be the organizational meeting held within ten (10) days thereafter at such time and place as shall be fixed by the Phase I Unit Owners at the meeting at which such Council Board or members of it shall have been elected or, if no time and place is so fixed by the Phase I Unit Owners, then as determined by the president of the Phase I Council.

- (b) Regular Meetings. The Council Board may set a schedule of regular meetings by resolution. The schedule of Council Board meetings shall be given to Phase I Unit Owners. Notwithstanding any actions taken by the Council Board by unanimous consent, there shall be at least two regular meetings of the Council Board each year.
- (c) Special Meetings. Special meetings of the Council Board may be called by the president or by a majority of the Council Directors.

Section 2.9 – Open Meetings----

- (a) Except during executive sessions, all meetings of the Council Board or any committee established by the Council Board that is designated to act for the Council Board in the exercise any of the powers of the Council Board under the Declaration shall be open to all Phase I Unit Owners and to a representative designated by a Phase I Unit Owner.
- (b) At each meeting of the Council Board, the Council Board shall provide a reasonable opportunity for Phase I Unit Owners to comment regarding any matter affecting the Condominium, the Association and the Phase I Council.
- (c) This opportunity may be in the form of a comment period at a designated time during the meeting. The Council 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 Phase I Unit Owners who are not members of the Council Board to participate in the conduct of Council Board meetings outside of any comment periods or other opportunities for comment established by the Council Board.
- (e) A gathering of Council Board members at which the Council Board members do not conduct Phase I Council business is not a meeting of the Council Board. The Council Board and its members may not use incidental or social gatherings of Council Board members or any other method to evade the open meeting requirements of this Section 2.9.

Section 2.10 – Executive Sessions. The Council Board and those committees established by the Council Board that are designated to act for the Council Board in the exercise of any of the powers of the Council Board under the Declaration, may hold an executive session only during a regular or special meeting of the Council Board or such committee. No final vote or action may be taken during an executive session. An executive session may be held only to:

- (i) Consult with the Phase I Council's attorney concerning legal matters;
- (ii) Discuss existing or potential litigation or mediation, arbitration or administrative proceedings;
- (iii) Discuss labor or personnel matters;
- (iv) 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 Phase I Council at a disadvantage; or

- (v) Prevent public knowledge of the matter to be discussed if the Council Board or committee determines that public knowledge would violate the privacy of any person.

Section 2.11 – Location of Meetings. All meetings of the Council Board shall be held at the Condominium, in the Town in which the Condominium is located, in a neighboring town or at some other suitable place that is reasonably convenient to the Condominium.

Section 2.12 – Notice of Meetings.

- (a) Unless the meeting is included in a schedule given to the Phase I Unit Owners or the meeting is called to deal with an emergency, the secretary shall give notice of each Council Board meeting to each Council Director and to the Phase I 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.
- (b) Special meetings of the Council Board to deal with an emergency situation that requires consideration or action by the Council 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 Council Directors on such notice as the authority calling the meeting deems appropriate in the circumstances. Notice of matters considered and actions taken, if any, at the meeting shall be provided to the Phase I Unit Owners.
- (c) If any materials are distributed to the Council Board before the meeting, the Council Board at the same time shall make copies of those materials reasonably available to Phase I Unit Owners, except that the Council Board need not make available materials that are to be considered in executive session.

Section 2.13 – Waiver of Notice. Any Council Director may waive notice of any meeting. The waiver must be in writing, signed by the Council Director and filed with the minutes of the meeting. Attendance by a Council Director at any meeting of the Council Board shall constitute a waiver of notice unless the Council Director, at the beginning of the meeting, or promptly after his or her arrival, 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 Council Director nor the Council Board may waive the notice of Council Board meeting that is required to be provided to Phase I Unit Owners.

Section 2.14 – Meetings by Telephonic or Video Conference. The Council 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 Phase I Unit Owners may participate in the conference directly or by meeting at a central location or conference connection; and
- (b) the process provides all Phase I Unit Owners the opportunity to hear or perceive the discussion and offer comments regarding any matter affecting the Condominium, the Association and the Phase I Council to the same extent as at in-person Council Board Meetings.

Section 2.15 – Quorum and Voting.

- (a) A quorum of the Council Board for the taking of any action by the Council Board at any meeting is present only if a majority of the members of the Council Board is present at the time a vote regarding the action is taken.
- (b) Each Council Director shall have one equal vote on matters voted on by the Council Board or Special Council Board Committee of the Council Board that is authorized to act on behalf of the Council Board pursuant to Subsection 3.1.
- (c) If a quorum is present at any meeting of the Council Board when a vote is taken, the affirmative vote of a majority of the members of the Council Board present at the time of the vote is the act of the Council Board, unless the Declaration or other provisions of these Council Bylaws requires a greater vote.
- (d) Unless the Council Board is meeting by telephonic, video or other conferencing process, some, but not all of the Council Directors, may participate in a regular or special meeting by, or to conduct the meeting through the use of, any means of communication by which all Council Directors participating in the meeting may simultaneously hear each other during the meeting. A Council Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 2.16 – Action by Unanimous Consent. Instead of meeting, the Council Board may act by unanimous consent as documented in a record authenticated by all its members. The secretary promptly shall give notice to all Phase I Unit Owners of any action taken by unanimous consent.

Section 2.17 – Limitation on Challenges. Even if an action by the Council Board is not in compliance with the requirements of §47-250 of the Act, it is valid unless set aside by a court. A challenge to the validity of an action of the Council Board for failure to comply with said §47-250 may not be brought more than sixty (60) days after the minutes of the Council Board meeting at which the action was taken are approved or the record of that action is distributed to Phase I Unit Owners, whichever is later.

Section 2.18 – Compensation. Council Directors may receive fees from the Phase I Council for acting as a Council Director or officers of the Phase I Council or compensation as employees of the Phase I Council, in each case, as may be set by resolution of the Phase I Unit

Owners. A Council Director may be reimbursed for necessary expenses actually incurred in connection with such Council Director's duties, as approved by the Council Board.

ARTICLE III  
COMMITTEES

Section 3.1 – Special Board Committees.

- (a) The Council Board may, by resolution, establish one or more committees (herein, a “Special Board Committee”) who may exercise the power of the Council Board to the extent specified by the Council Board in the resolution establishing the Special Board Committee. The members of a Special Board Committee shall consist of those Council Directors that are appointed by the Council Board to such Special Board Committee. The membership of a Special Board Committee shall, at all times, be limited to incumbent Council Directors. Except as provided in Subsection (b) below, each such Special Board Committee shall maintain minutes of its meetings and shall provide copies thereof to the full Council Board and keep the Executive Board informed of its meetings and activities, including, without limitation, any exercise of the power of the Council 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 Council Board does not have the authority or power to do and, in all events, may not:
  - (i) Approve or recommend to Phase I Unit Owners any action that requires the consent of Phase I Unit Owners;
  - (ii) Fill vacancies on the Council Board or, unless authorized in the Council Board resolution creating the Special Board Committee, on any Special Board Committee;
  - (iii) Adopt, amend, or repeal the Council Bylaws;
  - (iv) Approve a plan of merger;
  - (v) Authorize the borrowing of money by the Phase I Council;
  - (vi) Approve a sale, lease, or exchange of all, or substantially all, of the Phase I Council's property or a mortgage, pledge or other encumbrance on any Phase I Council asset; or
  - (vii) Dissolve the Phase I Council.
- (c) The Council Board may appoint one or more Council Directors as alternate Council Directors of any Special Board Committee to replace any absent or disqualified Council Director on the Special Board Committee during the Council Director's absence or disqualification. If authorized by the resolution creating the Special Board Committee, in

the absence or disqualification of a Council Director on an Special Board Committee, the Council Directors present at any meeting of a Special Board Committee and not disqualified from voting may, by unanimous vote, appoint another member of the Council Board to act in place of the absent or disqualified Council Director.

- (d) Special Board Committees shall be subject to and shall comply with all requirements applicable to meetings of the Council Board, including, without limitation, requirements relating to notice, locations of meetings, Unit Owner participation in meetings, and quorum and voting requirements.

Section 3.2 – Advisory Committees. The Council Board, by resolution, may establish one or more committees (herein, an “Advisory Committee”) that are not Special Board Committees. Advisory Committees are not authorized or empowered to exercise the power of the Council Board. The president may also establish one or more Advisory Committees. Membership of Advisory Committees may include, but is not limited to, Council Directors, and other individuals appointed to such Advisory Committee by the Council Board or the president, whichever is the establishing authority. Such Advisory Committees shall exist at the pleasure of the Council Board or the president, whichever is the establishing authority, and shall perform such tasks and functions as the Council Board or the president, whichever is the establishing authority, shall, from time to time, specify. The president shall keep the Council 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 Council Board and keep the president and the Council Board informed of its meetings and activities. Such Advisory Committees, even if appointed by the Council Board, may not act for the Council Board in the exercise any of the powers of the Council Board.

#### ARTICLE IV UNIT OWNERS

Section 4.1 – Annual Meeting. Annual meetings of Phase I Unit Owners shall be held each year during the month of June. At such meeting, the Council Directors shall be elected by majority vote of the Phase I Unit Owners. Only matters described in the meeting notice of the annual meeting may be considered at the annual meeting.

Section 4.2 – Budget Meeting. Meetings of Phase I Unit Owners to consider proposed budgets shall be called in accordance with Sections 19.5 of the Declaration. The budget may be considered at Annual or Special Meetings called for other purposes as well.

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

Section 4.4 – Place of Meetings. Meetings of the Phase I Unit Owners shall be held at a location designated by the party calling the meeting which location shall be at the Condominium, in the Town in which the Condominium is located, in a neighboring town, or at such other suitable place that is reasonably convenient to the Phase I Unit Owners, each as may be designated by the party calling the meeting.

Section 4.5 – Meetings by Telephonic, Video or Other Conferencing Process. If the Council Board determines that a meeting of Phase I Unit Owners can be held effectively by telephonic, video or other conferencing process, then the Council Board may allow for Phase I 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 Council Board, if: (a) the meeting notice states the conferencing process to be used and provides information explaining how Phase I Unit Owners may participate in the conference directly or by meeting at a central location or conference connection; and (b) the process provides all Phase I Unit Owners the opportunity to hear or perceive the discussion and offer comments regarding any matter affecting the Condominium, the Association and the Phase I Council.

Section 4.6 – Notice of Meetings. The secretary or other officer specified in these Council Bylaws shall notify Phase I Unit Owners of the time, date and place of each annual and special meeting of Phase I Unit Owners not less than ten (10) days or more than sixty (60) days before the meeting date. The notice of any meeting of Phase I 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 Council Bylaws, including the text of any proposed amendment and the text of any provision proposed to be removed;
- (b) any budget changes; and
- (c) any proposal to remove any Council Director or any officer that was appointed by the Phase I Unit Owners .

In addition, the notice shall contain specific notice of a proposed action if the Act, the Declaration, the Bylaws or these Council 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 Phase I Unit Owner may waive notice of any meeting. The waiver must be in writing, signed by the Phase I Unit Owner and filed with the minutes of the meeting.
- (b) Attendance by a Phase I Unit Owner at any meeting of the Phase I Unit Owners:
  - (i) Shall constitute a waiver of notice unless the Phase I 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 Phase I Unit Owner objects to considering the matter when it is presented.

Section 4.8 – Adjournment of Meeting. At any meeting of Phase I Unit Owners , a majority of the Phase I 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 any meeting of Phase I Unit Owners, the Phase I Unit Owners shall be given a reasonable opportunity to comment regarding any matter affecting the Condominium, the Association and the Phase I Council.
- (b) This opportunity may be in the form of a comment period at a designated time during the meeting. The Council 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. The order of business at all meetings of the Unit Owners shall be as follows:

- (a) Roll call (or check-in procedure).
- (b) Proof of notice of meeting.
- (c) Consideration and approval of minutes of preceding meeting.
- (d) Phase I Unit Owner comment period.
- (e) Reports.
- (f) Establish number and term of memberships of the Council Board (if applicable).
- (g) Election of inspectors of election (when required).
- (h) Election of Council Directors (when required).
- (i) Consideration of ratification of Budget (if required).
- (j) Consideration of ratification of Special Assessment (when applicable).
- (k) Unfinished business (as included in the notice of the meeting).



- (l) New business (as included in the notice of the meeting).
- (m) Adjournment.

Section 4.11 – Moderator of Meetings.

- (a) The president shall preside at each meeting of the Phase I Unit Owners unless, in light of the nature of the proceeding or the nature of the agenda items, the Council 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 Council 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 Phase I Council, as its chief executive officer, or for another officer chairing a meeting to participate in the debate on a topic at a Phase I Council 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 Phase I 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 selected by the Phase I Unit Owners need not be a Phase I Unit Owner, Council Director or officer.

Section 4.12 – Voting – Generally.

- (a) If only one of several owners of a Unit is present at a meeting of the Phase I Council, that owner is entitled to cast all the votes allocated to that Unit. If more than one of the owners is present, the votes allocated to that Unit may be cast only in accordance with the agreement of a majority in interest of the owners. There is majority agreement if any one of the owners casts the votes allocated to 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 Phase I Council to participate and vote on behalf of the entity at meetings and in other votes of Phase I Unit Owners conducted by the Phase I Council may so participate and vote. In the absence of such a designation, the following may participate and vote at meetings and other votes of Phase I Unit Owners conducted by the Phase I Council: 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 person voting on behalf of a legal entity that owns a Unit is qualified to vote.
- (c) Votes allocated to a Unit owned by the Phase I Council shall be cast in any vote of the Phase I Unit Owners in the same proportion as the votes cast on the matter by Phase I

Unit Owners other than the Phase I Council.

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

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

- (a) Votes allocated to a Unit may be cast at a meeting of Phase I Unit Owners pursuant to a directed or undirected proxy duly executed by the owner of the Unit. The proxy may be given to any individual, whether or not a Phase I Unit Owner, or to the holder of an office in the Phase I Council, such as the president or the secretary. A proxy may not be given to the Council Board as a body but a proxy may be given to an individual who is a member of the Council Board.
- (b) If a Unit is owned by more than one person, each owner of the Unit may vote or register protest to the casting of votes by the other owner(s) of the Unit through a duly executed proxy;
- (c) A Phase I Unit Owner may revoke a proxy given pursuant to this section only by actual notice of revocation to the person presiding over a meeting of the Phase I Council;
- (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; and
- (f) A person may not cast votes representing more than fifteen percent (15%) of the votes in the Phase I Council pursuant to undirected proxies. A proxy which directs the proxy holder to vote in a certain way on one 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 Phase I Unit Owners without Meeting. Except to the extent prohibited or limited by the Declaration, the Bylaws or these Council Bylaws, the Council Board, may, by resolution, determine to hold a vote of the Phase I Unit Owners without a meeting. In that event, the following requirements apply:

- (a) The Phase I Council shall notify the Phase I Unit Owners that the vote will be taken by ballot;
- (b) The Phase I Council shall deliver a paper or electronic ballot to every Phase I 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 Phase I Council 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 Council Directors;
  - (iii) Specify the time and date by which the ballot must be delivered to the Phase I Council to be counted, which time and date may not be fewer than three (3) days after the date the Phase I Council delivers the ballot; and
  - (iv) Describe the time, date and manner by which Phase I 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, the Bylaws or these Council Bylaws, a ballot is not revoked after delivery to the Phase I Council by death or disability or attempted revocation by the person that cast that vote;
- (f) Approval by ballot pursuant to this subsection is valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action; and
- (g) The resolution of the Council Board for a vote of Phase I Unit Owners without meeting may: (a) require that the vote be by secret ballot in accordance with procedures specified by the Council Board in its resolution and (b) specify such other procedural and logistical details of the balloting procedure that are not inconsistent with or contrary to the applicable requirements of the Act, the Bylaws and these Council Bylaws as the Council Board deems appropriate. The Council Board may engage the services of a third-party vendor to conduct the vote by ballot.

Section 4.15 – Quorum. Except as otherwise provided in the Bylaws or these Council Bylaws, the Phase I Unit Owners present in person or by proxy, at any meeting of Phase I Unit Owners, shall constitute a quorum at such meeting.

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

Section 4.17 – Action by Agreement. Where the Act requires the vote or agreement of the Phase I Unit Owners to a specific action, a Phase I Unit Owner may agree to the action in a written agreement or other record delivered to the Phase I Council that is signed or otherwise authenticated by the Phase I Unit Owner and contains or refers to the action to which the Phase I Unit Owner is agreeing. A written agreement or record signed by one of the owners of a Unit constitutes the agreement of all owners of the Unit unless one or more of the other owners of the

Unit give written notice to the Phase I Council of disagreement with that action before the vote or agreement on the action under consideration becomes effective. If more than one 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 owners of the Unit.

Section 4.18 – Rules of Order. Meetings of the Phase I Council shall be conducted in accordance with the most recent edition of *Robert’s Rules of Order Newly Revised* unless:

- (a) The Declaration, the Bylaws, these Council Bylaws, the Act, or other applicable law provides otherwise; or
- (b) Two-thirds of the Votes allocated to Phase I 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 Phase I Council shall be the president, the vice president the secretary and the treasurer, all of whom shall be elected by the Council Board. The Council Board may also elect 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 Council Director at all times that they hold office. Any two offices may be held by the same person, except the offices of president and vice president, and the offices of president or vice president and secretary. The office of vice president may be vacant. The Council Board shall elect the officers. The Council Directors and officers shall take office upon election.

Section 5.2 – Election of Officers. The officers of the Phase I Council shall be elected annually by the Council Board at the organization meeting of each new Council 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, either with or without cause, and a successor may be elected at any regular meeting of the Executive Board, or at any special meeting of the Executive Board called for that purpose.

Section 5.4 – President. The president shall be the chief executive officer of the Phase I Council. Except as otherwise provided by these Council Bylaws, the president shall preside at all meetings of the Phase I Unit Owners and of the Council Board. The president shall have all of the general powers and duties which are incident to the office of president of a non-stock corporation under the Nonstock Corporation Act, including but not limited to the power to appoint committees from among the Phase I Unit Owners from time to time as the president determines is appropriate to assist in the conduct of the affairs of the Phase I Council. 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 these

Council Bylaws on behalf of the Phase I Council, 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 his or her duties whenever the president is absent or unable to act. If neither the president nor the vice president is able to act, the Council Board shall appoint some other Council 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 Council 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 Phase I Unit Owners and the Council Board. The secretary shall have charge of such books and papers as the Council Board may direct and shall, in general, perform all the duties incident to the office of secretary of a non-stock 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 these Council Bylaws on behalf of the Phase I Council, following authorization or approval of the particular amendment as applicable.

Section 5.7 – Treasurer. The treasurer shall have the responsibility for the Phase I Council'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 non-stock corporation organized under the Nonstock Corporation Act. The treasurer may endorse on behalf of the Phase I Council 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 Phase I Council in such banks as the Council Board may designate. The treasurer may have custody of and shall have the power to endorse for transfer on behalf of the Phase I Council, stock, securities or other investment instruments owned or controlled by the Phase I Council or as fiduciary for others.

Section 5.8 – Agreements, Contracts, Deeds, Checks, etc. Except as otherwise provided or required by these Council Bylaws, all agreements, contracts, deeds, leases, checks and other instruments of the Phase I Council shall be executed by any officer of the Phase I Council or by such other person or persons as may be designated by the Council Board.

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

## ARTICLE VI ENFORCEMENT

Section 6.1 – Abatement and Enjoinment of Violations by Unit Owners. The violation

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of any Rules and Regulations adopted by the Council Board, or the breach of any provision of these Council Bylaws, shall give the Council Board the right, after Notice and Hearing, except in case of an emergency, in addition to any other rights set forth in the Bylaws and these Council Bylaws:

- (a) to enter the Unit in which, or as to which, such violation or breach exists and to summarily abate and remove, at the expense of the defaulting Phase I Unit Owner, any structure, thing or condition (except for additions or alterations of a permanent nature that may exist therein) that is existing and creating a danger contrary to the intent and meaning of the provisions of the Rules and Regulations and Council Bylaws adopted by the Council Board, and the Council Board shall not thereby be deemed liable for any manner of trespass;
- (b) to enjoin, abate or remedy by appropriate legal proceedings, either at law or in equity, the continuance of any such breach; or
- (c) suspend any right or privilege of a Phase I Unit Owner who fails to pay an assessment, but may not:
  - (i) Deny a Phase I Unit Owner or other occupant access to the owner's Unit or its Limited Common Elements;
  - (ii) Suspend a Phase I Unit Owner's right to vote or participate in meetings of the Phase I Council;
  - (iii) Prevent a Phase I Unit Owner from seeking election as a Council Director or officer of the Phase I Council; or
  - (iv) Withhold services provided to a Unit or a Phase I Unit Owner if the effect of withholding the service would be to endanger the health, safety or property of any person.

Section 6.2 – Fine for Violation. By resolution, following Notice and Hearing, the Council Board may levy a reasonable fine per day for each day, after such Notice and Hearing and resolution of the Executive Board, that a violation of the Rules and Regulations of the Council Bylaws persists.

## ARTICLE VII INDEMNIFICATION

The Phase I Council shall indemnify Council Directors and officers of the Phase I Council as and to the extent provided in the certificate of incorporation of the Phase I Council.

ARTICLE VIII  
RECORDS

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

Section 8.2 – Records. The Phase I Council shall retain the following records:

- (a) Detailed records of receipts and expenditures affecting the operation and administration of the Phase I Council and other appropriate accounting records;
- (b) Minutes of all meetings of the Phase I Unit Owners and the Council Board other than executive sessions, a record of all actions taken by the Phase I Unit Owners or the Council Board without a meeting, and a record of all actions taken by a committee in place of the Council Board on behalf of the Phase I Council;
- (c) The names of Phase I Unit Owners in a form that permits preparation of a list of the names of all Phase I Unit Owners and the addresses at which the Phase I Council communicates with the Phase I Unit Owners, in alphabetical order showing the number of Votes each Phase I Unit Owner is entitled to cast;
- (d) The Phase I Council's original or restated organizational documents, if required by law other than the Act, these Council Bylaws and all Amendments to these Council Bylaws, and all Rules currently in effect;
- (e) All financial statements and tax returns of the Phase I Council for the past three years;
- (f) A list of the names and addresses of the Phase I Council's current directors and officers;
- (g) The Phase I Council's most recent annual report delivered to the Secretary of the State, if any;
- (h) Financial and other records sufficiently detailed to enable the Phase I Council to comply with section 47-270 of the Act;
- (i) Copies of current contracts to which the Phase I Council is a party;
- (j) Records of Council Board or committee actions to approve or deny any requests for design or architectural approval from Phase I Unit Owners; and
- (k) Ballots, proxies and other records related to voting by Phase I Unit Owners for one 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 Phase I Council shall be available for examination and copying by a Phase I Unit Owner or the Phase I 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 Phase I Council requested.
- (b) Records retained by the Phase I Council 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 Phase I Council 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, these Council Bylaws or Rules;
  - (iv) Communications with the Phase I Council'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 Council Board, in its sole discretion, determines that they should be made available.
- (e) The Phase I Council may charge a reasonable fee for providing copies of any records under this Section and for supervising the Phase I Unit Owner's inspection. 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 Phase I Unit Owner.

- (f) The Phase I Council is not obligated to compile or synthesize information.
- (g) Information provided pursuant to this Section may not be used for commercial purposes.

Section 8.4 – Form Resale Certificate.

- (a) The treasurer, assistant treasurer or a manager employed by the Phase I Council, or, in their absence, any officer having access to the books and records of the Phase I Council, may prepare, certify, and execute resale certificates in accordance with §47-270 of the Act and statements of unpaid assessments in accordance with §47-258(h) of the Act.
- (b) The Phase I Council 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 Council Board. The Phase I Council 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 Council 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 Phase I Council or Council Board. All notices to the Phase I Council or the Council Board shall be delivered to the office of the manager, or if there is no manager, to the office of the Phase I Council, or to such other address as the Council Board may hereafter designate from time to time, by notice in writing to all Phase I Unit Owners and to all holders of Security Interests in the Units who have notified the Phase I Council that they hold a Security Interest in a Unit.

Section 9.2 – Notices from Phase I Council to Unit Owners.

- (a) Unless the Act, the Declaration, the Bylaws or these Council Bylaws requires a different manner of giving notice, any notice required to be delivered by the Phase I Council to Phase I Unit Owners shall be delivered to any mailing or electronic mail address that a Phase I Unit Owner designates, except that the Phase I Council may also deliver notices by:
  - (i) Hand delivery to each Phase I 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 Phase I Unit Owner has given the Phase I Council 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 the Declaration and notice of the decision of the Council Board following any such hearing shall be in writing and sent by certified mail, return receipt requested, and by regular mail, to the Phase I Unit Owner.

Section 9.3 – Notices to Council Directors. Notices to Council 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 – Effectiveness. All notices required to be given by the Phase I Council shall be deemed to have been given when sent. Notices to the Phase I Council or the manager are effective only when actually received.

Section 9.5 – 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 9.6 – Calculation of Time Periods. In computing the period of time of any notice required or permitted to be given under these Council Bylaws or a resolution of Phase I Unit Owners or Council Directors, the day on which the notice is given shall be excluded and the day on which the matter noticed is to be included, in the absence of a contrary provision.

## ARTICLE X MISCELLANEOUS

Section 10.1 – Fiscal Year. The Council Board shall establish the fiscal year of the Phase I Council.

Section 10.2 – Waiver. No restriction, condition, obligation, or provision contained in these Council 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 10.3 – Office. The principal office of the Phase I Council shall be at the Condominium or at such other place as the Executive Board may from time to time designate.

ARTICLE XI  
AMENDMENTS TO COUNCIL BYLAWS

Section 11.1 – Amendments by Council Board. Except as otherwise provided in Section 11.2, the Council Board may amend the Council Bylaws by a vote of two-thirds of all of the members of the Council Board at any meeting of the Council Board duly called for such purpose. Before the Council Board can adopt, amend or repeal any Council Bylaw, notice shall be given to all Phase I Unit Owners of the intention of the Council Board to adopt, amend or repeal any Council Bylaw, which notice shall include the text of the proposed Council Bylaw and/or amendment and/or the Council Bylaw to be repealed, as applicable, and the date on which the Council Board will act on the proposed Council Bylaw, amendment or repeal after considering comments from Phase I Unit Owners.

Section 11.2 – Amendments by Phase I Unit Owners. Only the Phase I Unit Owners (and not the Council Board) shall have the power, by vote of Phase I Unit Owners of Units to which more than fifty percent (50%) of the Votes in the Phase I Council are allocated, to adopt, amend, or repeal any Council Bylaw that relates to or affects any of the following:

- (a) The qualifications, powers and duties or terms of office of members of the Council Board;
- (b) The number of members of the Council Board;
- (c) The manner of election of Council Board members;
- (d) The timing or content of notices of meetings of Phase I Unit Owners, opportunities for Phase I Unit Owner comment at any meeting of the Council Board or the Phase I Council, methods or procedures for voting or actions by Phase I Unit Owners without meeting or any provision of Article IV of these Council Bylaws; or
- (e) The manner or required vote to adopt, amend, or repeal any Council Bylaw, including, without limitation, any provision of this Section 11.2.

Section 11.3 – Execution of Amendments. Amendments to the Council Bylaws that have been duly adopted shall be prepared, executed, recorded, and certified on behalf of the Phase I Council by any officer of the Phase I Council designated for that purpose or, in the absence of designation, by the president of the Phase I Council.

Section 11.4 – Recording of Council Bylaws and Amendments. The original Council Bylaws and every amendment to the Council Bylaws shall be recorded on the land records of every town in which any portion of the Condominium is located and are effective only on recording. The Phase I Council shall request that the town clerk index the Council Bylaws and all amendments to the Council Bylaws in the grantor's and in the grantee's index in the name of the Condominium and in the name of the Phase I Council. The Council Bylaws are not a part of the Declaration and are not to be considered to be title documents. Such recorded Council

Bylaws shall not be considered a muniment of title, additional encumbrances, or covenants affecting land.

Section 11.5 – Limitation of Challenges. No action to challenge the validity of an amendment to the Council Bylaws adopted by the Council Board or the Phase I Unit Owners consistent with the provisions of this Article may be brought more than one (1) year after the amendment is recorded.

Final

I, Carol Bistany, as Secretary of Walnut Tree Village Phase I Council, Inc., hereby certify that pursuant to relevant provisions of the Declaration of Walnut Tree Village Condominium Association, Inc., the foregoing Maintenance, Repair and Replacement Standards were adopted by the Council Board of Walnut Tree Village Phase I Council, Inc.

  
\_\_\_\_\_  
Carol Bistany, Secretary

Date: