

**TOWN HOUSE ON THE SQUARE CONDOMINIUM
NEW HAVEN, CONNECTICUT**

BYLAWS

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ARTICLE 01 INTRODUCTION

These are the Amended Bylaws of Town House on the Square Condominium Association, Inc. ("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 Town House on the Square Condominium (the "Common Interest Community") established pursuant to the Connecticut Common Interest Ownership Act, Chapter 828 of the Connecticut General Statutes, as amended, (the "Act").

All present and future owners, mortgagees, lessees and occupants of the Units and their employees, and any other persons who use the facilities or the Property in any manner, are subject to these Bylaws, the Declaration and the Rules, except as otherwise provided in the Bylaws and Declaration.

The acceptance of a deed of conveyance or the entering into a lease or the act of occupancy of a Unit shall constitute an agreement that these Bylaws and the Rules and Regulations and the provisions of the Declaration, as they may be amended from time to time, are accepted, ratified, and will be complied with.

ARTICLE 02 BOARD OF DIRECTORS

Section 02.01 NUMBER AND QUALIFICATIONS.

- a. The affairs of the Association shall be governed by an Executive Board consisting of five (5) persons, all of whom shall be Unit Owners or their immediate family. For the purposes of this provision only, if any Unit is owned by a partnership, corporation or limited liability company any officer, partner, member or employee of that Unit Owner shall be considered to be a Unit Owner. If any Unit is owned by a Trust, any current Trustee of said Trust or current Beneficiary shall be considered to be a Unit Owner.

The members of the Executive Board shall be elected by the Unit Owners for terms of two (2) and three (3) years.

At any meeting at which Board Members are to be elected, the Unit Owners may, by resolution, adopt specific procedures for conducting the elections, not inconsistent with these Bylaws or the Corporation Laws of the State of Connecticut.

- b. The terms of at least two (2) of the members of the Board of Directors shall expire annually, as established in a resolution of the members setting terms.
- c. The Board of Directors shall elect the officers. The Board of Directors members and officers shall take office upon election.
- d. For purposes of electing Board Members the Association shall call and give not less than ten (10) nor more than sixty (60) days notice of a meeting of the Unit Owners for this purpose. Such meeting may be called and the notice given by any Unit Owner if the Association fails to do so.

Section 02.02 POWERS AND DUTIES.

- a. Subject to the provisions of the Declaration and the ByLaws, the Association:
 - (i) May amend Bylaws, and may adopt and amend Rules. May adopt, amend and enforce Maintenance Standards in accordance with the provisions of the Declaration;

- (ii) Shall adopt and may amend budgets, may adopt and amend special assessments, may collect assessments for common expenses from Unit Owners and may invest funds of the Association;
- (iii) May hire and discharge employees, agents and independent contractors; including managing agents.
- (iv) May institute, defend or intervene in litigation or in arbitration, mediation or administrative proceedings in its own name on behalf of itself or two or more Unit Owners on matters affecting the Common Interest Community;
- (v) May make contracts and incur liabilities;
- (vi) May regulate the use, maintenance, repair, replacement and modification of common elements;
- (vii) May cause additional improvements to be made as a part of the common elements;
- (viii) May acquire, hold, encumber and convey in its own name any right, title or interest to real property or personal property, but common elements may be conveyed or subjected to a security interest only pursuant to section 47-254 of the Act, as amended.
- (ix) May grant easements, leases, licenses and concessions through or over the common elements;
- (x) May impose and receive any payments, fees or charges for the use, rental or operation of the common elements, other than limited common elements described in subsections (2) and (4) of section 47-221 of the Act, as amended, and for services provided to Unit Owners;
- (xi) May impose charges or interest or both for late payment of assessments and, after notice and an opportunity to be heard, levy reasonable fines for violations of the Declaration, ByLaws, Rules and Regulations of the Association;
- (xii) May impose reasonable charges for the preparation and recordation of amendments to the Declaration, resale certificates required by section 47-270 of the Act, as amended, or statements of unpaid assessments;
- (xiii) May provide for the indemnification of its Officers and Executive Board and maintain Directors' and Officers' liability insurance;
- (xiv) Subject to subsection (d) of Section 47-261e of the Act, may assign its right to future income, including the right to receive common expense assessments, subject to majority vote of all Unit Owners;
- (xv) May exercise any other powers conferred by the Declaration or ByLaws;
- (xvi) May exercise all other powers that may be exercised in Connecticut by legal entities of the same type as the Association;
- (xvii) May exercise any other powers necessary and proper for the governance and operation of the Association;
- (xviii) May require, by regulation, that disputes between the Executive Board and Unit Owners or between two or more Unit Owners regarding the Common Interest Community must be submitted to nonbinding alternative dispute resolution in the manner described in the regulation as a prerequisite to commencement of a judicial proceeding; and
- (xix) May suspend any right or privilege of a Unit Owner who fails to pay an assessment, but may not:
 - (a) Deny a Unit Owner or other occupant access to the Owner's Unit or its Limited Common Elements;
 - (b) Suspend a Unit Owner's right to vote or participate in meetings of the Association;

- (c) Prevent a Unit Owner from seeking election as a director or officer of the Association;
or
 - (d) Withhold services provided to a unit or a Unit Owner by the Association if the effect of withholding the service would be to endanger the health, safety or property of any person.
- b. The Executive Board promptly shall 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.
 - c. If a tenant of a Unit Owner violates the Declaration, ByLaws or Rules and Regulations of the Association, in addition to exercising any of its powers against the Unit Owner, the Association may:
 - (i) Exercise directly against the tenant the powers described in subdivision (xi) of subsection (a) of this section;
 - (ii) After giving notice to the tenant and the Unit Owner and an opportunity to be heard, levy reasonable fines against the tenant or Unit Owner, or both, for the violation; and
 - (iii) Enforce any other rights against the tenant for the violation which the Unit Owner as landlord could lawfully have exercised under the lease, including any such right to bring a summary process action under Connecticut General Statutes Chapter 832.
 - d. The rights referred to in subdivision (iii) of subsection (c) of this section may only be exercised if the tenant or Unit Owner fails to cure the violation within ten days after the Association notifies the tenant and Unit Owner of that violation.
 - e. Unless a lease otherwise provides, this section does not:
 - (i) Affect rights that the Unit Owner has to enforce the lease or that the Association has under other law; or
 - (ii) Permit the Association to enforce a lease to which it is not a party except to the extent that there is a violation of the Declaration, ByLaws or Rules and Regulations.
 - f. The Executive Board may determine whether to take enforcement action by exercising the Association's power to impose sanctions or commencing an action for a violation of the Declaration, ByLaws and Rules and Regulations, including whether to compromise any claim for unpaid assessments or other claim made by or against it. The Executive Board does not have a duty to take enforcement action if it determines that, under the facts and circumstances presented:
 - (i) The Association's legal position does not justify taking any or further enforcement action;
 - (ii) The covenant, restriction or rule being enforced is, or is likely to be construed as, inconsistent with law;
 - (iii) Although a violation may exist or may have occurred, it is not so material as to be objectionable to a reasonable person or to justify expending the Association's resources; or
 - (iv) It is not in the Association's best interests to pursue an enforcement action.
 - g. The Executive Board's decision under subsection (f) of this section not to pursue enforcement under one set of circumstances does not prevent the Executive Board from taking enforcement action under another set of circumstances, except that the Executive Board may not be arbitrary or capricious in taking enforcement action.

Section 02.03 **EXECUTIVE BOARD LIMITATIONS.** The Executive Board may not act on behalf of the Association:

- a. To amend the Declaration,
- b. To terminate the Common Interest Community,
- c. To elect Directors, but the Executive Board may fill vacancies in its membership until the next meeting at which Directors are elected, or
- d. To determine the qualifications, powers and duties, or terms of office of Directors.

Section 02.04 **STANDARD OF CARE.** In the performance of their duties, officers and members of the Executive Board shall exercise the degree of care and loyalty to the Association required of an officer or director of a corporation organized under Connecticut General Statutes Chapter 602, and are subject to the conflict of interest rules governing directors and officers under Chapter 602.

Section 02.05 **ADDITIONAL LIMITATIONS.** The Board of Directors shall be additionally limited pursuant to Article 26 of the Declaration.

Section 02.06 **MANAGER.** The Executive Board may employ a manager for the Association 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 following powers granted to the Executive Board by these Bylaws:

- a. May collect assessments from Unit Owners including, but not limited to, common expense assessments, special assessments, fines, interest, other fees, and/or late fees.
- b. Licenses, concessions and contracts may be executed by the manager pursuant to specific resolutions of the Executive Board, and/or to fulfill the requirements of the budget.
- c. May impose reasonable charges for the preparation of resale certificated pursuant to the Act.
- d. May impose reasonable charges for copying and inspecting of Association documents by Unit Owners pursuant to the Act.
- e. May perform other duties to assist the Board of Directors with the general powers and duties of the Board of Directors set forth in the Act but may not take any independent action with respect to such matters.

Section 02.07 **REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS.** Unit Owners present in person or by proxy at any meeting of the Unit Owners at which a quorum is present, may remove any member of the Executive 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, (1) the Unit Owners may not consider whether to remove a member of the Executive Board at a meeting of the Unit Owners unless that subject was listed in the notice of the meeting and (2) at any meeting at which a vote to remove a member of the Executive Board is to be taken, the Member being considered for removal must have a reasonable opportunity to speak before the vote.

Section 02.08 **VACANCIES.** Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the Unit Owners, may be filled at a regular meeting or a special meeting of the Board of Directors held for that purpose at any time after the occurrence of any such vacancy, even though the Directors present at such meeting may constitute less than a quorum. Each person so elected or appointed shall be a Director for the unexpired portion of any term or, if earlier, until the next regularly scheduled election of Executive Board Members. Vacancies in the Board of Directors caused by Unit Owner removal shall be filled by a vote of the Unit Owners at the same meeting as the removal or at any subsequent meeting of the Unit Owners called for such purpose at which a quorum is present.

Section 02.09 **FIRST MEETING.** The first meeting of the Board of Directors following each annual meeting of the Unit Owners shall be held within ten (10) days thereafter at such time and place as shall

be fixed by the Unit Owners at the meeting at which such Board of Directors shall have been elected. No notice shall be necessary to the newly elected Board Members in order to legally constitute such meeting, providing a majority of the members shall be present thereat. The Board of Directors may set a schedule by resolution and no further notice is necessary to constitute such regular meetings, except as otherwise provided in these ByLaws.

Section 02.10 MEETINGS OF BOARD OF DIRECTORS AND COMMITTEES. The following requirements apply to meetings of the Executive Board and committees of the Association authorized to act for the Association.

- a. Meetings shall be open to the Unit Owners and to a representative designated by any Unit Owner except during executive sessions. The Executive Board and those committees may hold an executive session only during a regular or special meeting of the board or a 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.
- b. For purposes of this section, a gathering of Board Members at which the Board Members do not conduct Association business is not a meeting of the Executive Board. The Executive Board and its members may not use incidental or social gatherings of Board Members or any other method to evade the open meeting requirements of this section.
- c. Notwithstanding any actions taken by unanimous consent pursuant to these ByLaws, the Executive Board shall meet at least two (2) times a year. All Executive Board meetings shall be at the Association or at a place convenient to the Association unless the ByLaws are amended to vary the location of those meetings.
- d. At each Executive Board meeting, the Executive Board shall provide a reasonable opportunity for Unit Owners to comment regarding any matter affecting the Association.
- e. 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 or other officer specified in the ByLaws shall give notice of each Executive Board meeting to each Board Member 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.
- f. 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 Board need not make available copies of unapproved minutes or materials that are to be considered in executive session.
- g. 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 as provided in subdivision (iv) of subsection (a) of section 03.01.
- h. Unit Owners may amend the ByLaws to vary the procedures for meetings by conference calls described in subdivision (g) of this subsection.

- i. Instead of meeting, the Executive Board may act by unanimous consent as documented in a record authenticated by all its members. The secretary promptly shall give notice to all Unit Owners of any action taken by unanimous consent.
- j. Even if an action by the Executive Board is not in compliance with this section, 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 this section may not be brought more than sixty (60) days after the minutes of the Executive Board meeting at which the action was taken are approved or the record of that action is distributed to Unit Owners, whichever is later.

Section 02.11 **WAIVER OF NOTICE.** Any member may waive notice of any meeting in writing. Attendance by a Board of Directors Member at any meeting of the Board of Directors shall constitute a waiver of notice. If all the members are present at any meeting, no notice shall be required and any business may be transacted at such meeting.

Section 02.12 **QUORUM OF DIRECTORS.** Unless the ByLaws specify a larger number, a quorum of the Executive Board is present for purposes of determining the validity of any action taken at a meeting of the Executive Board only if individuals entitled to cast a majority of the votes on that board are present at the time a vote regarding that action is taken. If a quorum is present when a vote is taken, the affirmative vote of at least a majority of the Board Members present is the act of the Executive Board.

Section 02.13 **FIDELITY BONDS.** To the extent reasonably available, the Board of Directors shall obtain adequate fidelity bonds for all officers, employees and agents of the Association handling or responsible for Association funds. The premiums on the bonds shall be a Common Expense.

Section 02.14 **COMPENSATION.** No member of the Board of Directors shall receive compensation from the Association for acting as such.

Section 02.15 **BOARD OF DIRECTORS POWERS AND DUTIES.** Except as provided in the Declaration and the ByLaws, the Board of Directors may act in all instances on behalf of the Association. In accordance with Section 47-245(b) of the Act, the Board of Directors may not (1) amend the Declaration, except as provided in Section 47-236 of the Act; (2) terminate the Association; (3) elect members of the Board of Directors, except the Board of Directors may fill vacancies in its membership for the unexpired portion of any term or, if earlier, until the next regularly scheduled election of Board members; or (4) determine the qualifications, powers and duties, or terms of office of Board members.

Section 02.16 **COLLECTION OF UNPAID ASSESSMENTS. FORECLOSURE OF UNPAID LIENS.** The Board of Directors shall establish a written collection policy for all sums owed the Association in accordance with the provisions of Section 47-258 of the Act, as amended. A copy of the collection policy shall be available to all Unit Owners upon request.

Section 02.17 **RECORDING BOARD VOTES.** The Minutes of all Executive Board meetings shall contain a record of how each Board Member 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 Board Members or without objection by any Board Member.

ARTICLE 03 UNIT OWNERS

Section 03.01 **ANNUAL MEETING NOTICE.** A meeting of the Association shall be held at least once each year.

a. The following requirements apply to Unit Owner meetings:

- (i) The Association shall hold a meeting of Unit Owners annually at a time, date and place as the Board of Directors may designate.

(ii) The Association shall hold a special meeting of Unit Owners if its president, a majority of the Executive Board, or Unit Owners having at least twenty percent (20%) of the votes in the Association request that the secretary call the 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 members may directly notify all the Unit Owners of the meeting. Only matters described in the meeting notice required by subdivision (3) of this subsection may be considered at a special meeting;

(iii) The Association shall notify Unit Owners of the time, date and place of each annual and special Unit Owners meeting not less than ten (10) days or more than sixty (60) days before the meeting date. Notice may be by any means described in these ByLaws. The notice of any meeting shall state the time, date and place of the meeting and the items on the agenda, including (A) a statement of the general nature of any proposed amendment to the Declaration or ByLaws, (B) any budget changes, and (C) any proposal to remove a member of the Executive Board;

(iv) Unit Owners shall be given a reasonable opportunity at any meeting to comment regarding any matter affecting the Association; and

(v) Meetings of Unit Owners may be conducted by telephonic, video or other conferencing process if the alternative process is consistent with these ByLaws.

- b. Meetings of the Association shall be conducted in accordance with the most recent edition of Roberts' Rules of Order Newly Revised unless two-thirds of the votes allocated to owners present at the meeting are cast to suspend those rules.
- c. The Association shall deliver any notice required to be given by the Association under the Act, as amended, or these ByLaws, to any mailing or electronic mail address a Unit Owner designates, except that the Association may also deliver notices by: (1) hand delivery to each Unit Owner; (2) hand delivery, United States mail postage paid, or commercially reasonable delivery service to the mailing address of each unit; (3) electronic means, if the Unit Owner has given the Association an electronic address; or (4) any other method reasonably calculated to provide notice to the Unit Owner.
- d. Notices required by these ByLaws are effective when sent. The ineffectiveness of a good faith effort to deliver notice by an authorized means does not invalidate action taken at or without a meeting.

Section 03.02 **BUDGET MEETING.** Meetings of Unit Owners to consider the proposed budget shall be called in accordance with Section 19.4 of the Declaration. The budget may be considered at Annual or Special Meetings called for other purposes as well.

Section 03.03 **PLACE OF MEETING.** Meetings of the Unit Owners shall be held at such suitable place convenient to the Unit Owners as may be designated by the Board of Directors or the President.

Section 03.04 **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 03.05 **ADJOURNMENT OF MEETING.** At any meeting of Unit Owners, a majority of the Unit Owners who are present at such meeting either in person or by proxy may adjourn the meeting to another time.

Section 03.06 **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. Reading of minutes of preceding meeting.
- d. Reports.
- e. Establish number and term of memberships of the Board of Directors (if required and noticed).
- f. Election of inspectors of election (when required).
- g. Election of members of the Board of Directors (when required).
- h. Ratification of Budget (if required).
- i. Unfinished business.
- j. New Business.
- k. Public Forum (Comment on Any Matter Affecting the Community)

Section 03.07 **QUORUM AND VOTING.**

- a. A quorum is present throughout any meeting of the Unit Owners if persons entitled to cast thirty three and one third percent (33.33%) of the votes in the Association are present in person or by proxy at the beginning of the meeting.
- b. Unit Owners may vote at a meeting in person, by a proxy pursuant to subsection (d) of this section or, when a vote is conducted without a meeting, by electronic or paper ballot pursuant to subsection (e) of this section.
- c. At a meeting of Unit Owners the following requirements apply:
 - (i) If only one of several owners of a unit is present at a meeting of the Association, that owner is entitled to cast all the votes allocated to that unit. If more than one of the owners are 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 the unit without protest being made promptly to the person presiding over the meeting by any of the other owners of the unit.
 - (ii) Unless a greater number or fraction of the votes in the Association is required by the Act or other law or the Declaration, a majority of the votes cast is the decision of the Unit Owners.
- d. Except as otherwise provided in the Declaration or ByLaws, the following requirements apply with respect to proxy voting:
 - (i) Votes allocated to a unit may be cast pursuant to a directed or undirected proxy duly executed by a Unit Owner;
 - (ii) 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 owners of the unit through a duly executed proxy;
 - (iii) A 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 Association;
 - (iv) A proxy is void if it is not dated or purports to be revocable without notice;

- (v) A proxy terminates one year after its date, unless it specifies a shorter term; and
 - (vi) A person may not cast votes representing more than fifteen percent (15%) of the votes in the Association pursuant to undirected proxies.
- e. The Association may conduct a vote without a meeting. In that event, the following requirements apply:
- (i) The Association shall notify the Unit Owners that the vote will be taken by ballot;
 - (ii) The Association shall deliver a paper or electronic ballot to every Unit Owner entitled to vote on the matter;
 - (iii) The ballot must set forth each proposed action or office to be filled and provide an opportunity to vote for or against the action or the candidate for office;
 - (iv) When the Association delivers the ballots, it shall also: (A) indicate the number of responses needed to meet the quorum requirements; (B) state the percentage of votes necessary to approve each matter other than election of Directors; (C) specify the time and date by which a 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 (D) 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;
 - (v) Except as otherwise provided in the Declaration or ByLaws, a ballot is not revoked after delivery to the Association by death or disability or attempted revocation by the person that cast that vote; and
 - (vi) 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.
- f. Votes allocated to a unit owned by the Association shall be cast in any vote of the Unit Owners in the same proportion as the votes cast on the matter by Unit Owners other than the Association.
- g. For the purposes of these ByLaws and the Act, "fraction or percentage", with respect to the Unit Owners or the votes in the Association, means the stated fraction or percentage of Unit Owners of units to which at least the stated percentage or fraction of all the votes in the Association are allocated, unless the provisions of this chapter or said sections provides that the "fraction or percentage" refers to a different group of Unit Owners or votes.

Section 03.08 **MAJORITY VOTE.** The vote of a Majority of the Unit Owners present in person, by proxy or by ballot, at a meeting at which a quorum shall be present shall be binding upon all Unit Owners for all purposes except where in the Declaration or these ByLaws or by law, a higher percentage vote is required. The Directors shall be elected by plurality of the votes cast by the Unit Owners.

ARTICLE 04 OFFICERS | MODERATOR OF MEETINGS

Section 04.01 **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 Board of Directors. The Board of Directors 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, need be Directors. Any two offices may be held by the same person, except the offices of president and vice president, and the offices of president and secretary. The office of vice president may be vacant.

- Section 04.02 **ELECTION OF OFFICERS.** The Officers of the Association shall be elected annually by the Board of Directors at the organization meeting of each new Board of Directors and shall hold office at the pleasure of the Board of Directors.
- Section 04.03 **REMOVAL OF OFFICERS.** Upon the affirmative vote of a majority of the Directors, any Officer may be removed, either with or without cause, and his or her successor may be elected at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for that purpose.
- Section 04.04 **PRESIDENT.** The president shall be the chief executive officer of the Association. Except as provided in Section 4.10, he or she shall preside at all meetings of the Unit Owners and of the Board of Directors. He or she shall have all of the general powers and duties which are incident to the office of president of a nonstock corporation organized under the laws of the State of Connecticut, including but not limited to the power to appoint committees from among the Unit Owners from time to time as he or she may in his or her discretion decide is appropriate to assist in the conduct of the affairs of the Association. He or she 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 04.05 **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 Board of Directors 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 imposed upon him or her by the Board of Directors or by the president.
- Section 04.06 **SECRETARY.** The secretary shall keep or cause to be kept the minutes of all meetings of the Unit Owners and the Board of Directors. He or she shall have charge of such books and papers as the Board of Directors may direct and he or she shall, in general, perform all the duties incident to the office of secretary of a nonstock corporation organized under the laws of the State of Connecticut. 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 04.07 **TREASURER.** The treasurer shall have the responsibility for Association 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. He or she 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 Board of Directors, and he or she shall, in general, perform all the duties incident to the office of treasurer of a nonstock corporation organized under the laws of the State of Connecticut. He or she 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 Board of Directors may designate. He or she may have custody of and shall have the power to endorse for transfer on behalf of the Association, stock, securities or other investment instruments owned or controlled by the Association or as fiduciary for others.
- Section 04.08 **AGREEMENTS, CONTRACTS, DEEDS, CHECKS, ETC.** Except as provided in Sections 4.4, 4.6 and 4.7 of these ByLaws, all agreements, contracts, deeds, leases, checks and other instruments of the Association shall be executed by any Officer of the Association or by such other person or persons as may be designated by the Board of Directors.

Section 04.09 **COMPENSATION.** No Board Member or Officer may receive a fee or compensation of any nature from the Association for acting as such, but shall be reimbursed for necessary expenses actually incurred in connection with his or her duties.

Section 04.10 **MODERATOR OF MEETINGS.** Because the president is the chief executive officer of the Association, from time to time it will be appropriate for him or her to participate in the debate at Association meetings, something he or she cannot do while chairing the meeting, the Unit Owners may select a moderator to chair Association meetings either (A) at the request of the president, or in his or her absence, the vice president; or (B) by vote of the Unit Owners at any time during a meeting. The moderator may be, but does not have to be, a Unit Owner.

ARTICLE 05 ENFORCEMENT

Section 05.01 **FINE FOR VIOLATION.** By resolution, following Notice and Hearing, the Board of Directors may levy a reasonable fine in an amount established from time to time by the Board of Directors for each day that a violation of the Documents or Rules has previously occurred and/or persists after such Notice and Hearing, but such amount shall not exceed the amount necessary to ensure compliance with the rule or order of the Board of Directors.

Section 05.02 **ENFORCEMENT, HEARING.**

- a. Except as otherwise provided in the ByLaws, before the Association brings an action or institutes a proceeding against a Unit Owner the Association shall schedule a Hearing to be held during a regular or special meeting of the Executive Board and shall send written notice by certified mail, return receipt requested, and by regular mail, to the Unit Owner at least ten (10) business days prior to the date of such Hearing. Such notice shall include a statement of the nature of the claim against the Unit Owner and the date, time and place of the Hearing.
- b. The Unit Owner shall have the right to give testimony orally or in writing at the Hearing, either personally or through a representative, and the Executive Board shall consider such testimony in making a decision whether to bring an action or institute a proceeding against such Unit Owner.
- c. The Executive Board shall make such decision and the Association shall send such decision in writing by certified mail, return receipt requested, and by regular mail, to the Unit Owner, not later than thirty (30) days after the Hearing.
- d. The provisions of subdivision (1) of this subsection shall not apply to an action brought by the Association against a Unit Owner (A) to prevent immediate and irreparable harm, or (B) to foreclose a lien for an assessment attributable to a unit or fines imposed against a Unit Owner pursuant to the Declaration and the Act.
- e. Any Unit Owner seeking to enforce a right granted or obligation imposed by the Act, the Declaration, the ByLaws or the Rules against the Association or another unit owner may submit a written request to the Association for a Hearing before the Executive Board. Such request shall include a statement of the nature of the claim against the Association or another Unit Owner.
- f. Not later than thirty (30) days after the Association receives such request, the Association shall schedule a Hearing to be held during a regular or special meeting of the Executive Board and shall send written notice by certified mail, return receipt requested, and by regular mail, to the unit owner at least ten (10) business days prior to the date of such Hearing. Such notice shall include the date, time and place of the Hearing. Such Hearing shall be held not later than forty-five (45) days after the Association receives such request.
- g. The Executive Board shall make a decision on the Unit Owner's claim and the Association shall send such decision in writing by certified mail, return receipt requested, and by regular mail, to the Unit Owner, not later than thirty days (30) after the Hearing.

- h. The failure of the Association to comply with the provisions of this subsection shall not affect a Unit Owner's right to bring an action pursuant to the Act.

ARTICLE 06 INDEMNIFICATION

The Directors and Officers of the Association shall have the liabilities, and be entitled to indemnification, as provided in Sections 33-1116 to 33-1124 of the Connecticut General Statutes, the provisions of which are hereby incorporated by reference and made a part hereof.

ARTICLE 07 RECORDS

- Section 07.01 **RECORDS AND AUDITS.** The Association shall maintain financial records and other records as set forth in this Section. All documents required to be included in Resale Certificates as set forth in Section 7.4 are included in Records that shall be maintained by the Association. All records shall be maintained and audited in accordance with the Declaration and these ByLaws. The cost of the audit shall be a Common Expense unless otherwise provided in the Documents.
- Section 07.02 **EXAMINATION.** All records maintained by the Association or by the manager shall be available for examination and copying by any Unit Owner, by any holder of a Security Interest in a Unit, or by any of their duly authorized agents or attorneys, at the expense of the person examining the records, during normal business hours and after reasonable notice. The Board of Directors may adopt regulations for the orderly inspection of records and for reimbursing the Association or its manager for the cost of making and providing copies.
- Section 07.03 **MAINTENANCE AND INSPECTION OF ASSOCIATION RECORDS.**
- a. The Association shall retain the following records:
- (i) Detailed records of receipts and expenditures affecting the operation and administration of the Association and other appropriate accounting records;
 - (ii) Minutes of all meetings of its Unit Owners and Executive Board other than executive sessions, a record of all actions taken by the Unit Owners or 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;
 - (iii) The names of Unit Owners in a form that permits preparation of a list of the names of all owners and the addresses at which the Association communicates with them, in alphabetical order showing the number of votes each owner is entitled to cast;
 - (iv) The Association's original or restated organizational documents, if required by law other than this chapter, ByLaws and all amendments to them, and all Rules and Regulations currently in effect;
 - (v) All financial statements and tax returns of the Association for the past three (3) years;
 - (vi) A list of the names and addresses of its current Executive Board Members and Officers;
 - (vii) The Association's most recent annual report delivered to the Secretary of the State, if any;
 - (viii) Financial and other records sufficiently detailed to enable the Association to comply with section 47-270 of the Act, as amended;
 - (ix) Copies of current contracts to which the Association is a party;

- (x) Records of Executive Board or committee actions to approve or deny any requests for design or architectural approval from Unit Owners;
 - (xi) Ballots, proxies and other records related to voting by Unit Owners for one (1) year after the election, action or vote to which they relate; and
 - (xii) Policy for collection of all amounts due the Association and foreclosure of Association lien.
- b. Subject to subsections (c) and (d) of this section, all records retained by the Association shall be available for examination and copying by a Unit Owner or the owner's authorized agent:
 - (i) During reasonable business hours or at a mutually convenient time and location; and
 - (ii) Upon five days' notice in a record reasonably identifying the specific records of the Association requested.
 - c. 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 person or persons to whom such records relate; or
 - (ii) Information the disclosure of which would violate any law other than chapter 828, The Act.
 - d. Records retained by the Association may 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 and Regulations;
 - (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.
 - 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 07.04 RESALE CERTIFICATES AND STATEMENTS OF UNPAID ASSESSMENTS.

- a. A Unit Owner shall furnish to a purchaser or such purchaser's attorney, before the earlier of conveyance or transfer of the right to possession of a unit, a copy of the Declaration, other than any surveys and plans, the ByLaws, the Rules and Regulations of the Association, and a certificate containing:
 - (i) A statement disclosing the effect on the proposed disposition of any right of first refusal or other restraint on the free alienability of the unit held by the Association;

- (ii) A statement setting forth the amount of the periodic common expense assessment and any unpaid common expense or special assessment currently due and payable from the selling Unit Owner;
 - (iii) A statement of any other fees payable by the owner of the unit being sold;
 - (iv) A statement of any capital expenditures in excess of one thousand dollars (\$1,000.00) approved by the Executive Board for the current and next succeeding fiscal year;
 - (v) A statement of the amount of any reserves for capital expenditures;
 - (vi) The current operating budget of the Association;
 - (vii) A statement of any unsatisfied judgments against the Association and the existence of any pending suits or administrative proceedings in which the Association is a party, including foreclosures but excluding other collection matters;
 - (viii) A statement of the insurance coverage provided for the benefit of Unit Owners, including any schedule of standard fixtures, improvements and betterments in the units covered by the Association's insurance that the Association prepared pursuant to subsection (b) of section 47-255 of the Act, as amended;
 - (ix) A statement of any restrictions in the Declaration affecting the amount that may be received by a Unit Owner on sale, condemnation, casualty loss to the unit or the Association or termination of the Association;
 - (x) The name of the statutory agent for service of process filed with the Secretary of the State pursuant to section 47-244a of the Act, as amended;
 - (xi) A statement describing any pending sale or encumbrance of common elements;
 - (xii) A statement disclosing the effect on the unit to be conveyed of any restrictions on the owner's right to use or occupy the unit or to lease the unit to another person;
 - (xiii) A statement disclosing the number of units whose owners are at least sixty days delinquent in paying their common charges on the date of the statement;
 - (xiv) A statement disclosing the number of foreclosure actions brought by the Association during the past twelve (12) months and the number of such actions pending on a specified date within sixty (60) days of the date of the statement;
 - (xv) A statement disclosing (A) the most recent fiscal period within the five years preceding the date on which the certificate is being furnished for which an independent certified public accountant reported on a financial statement, and (B) whether such report on a financial statement was a compilation, review or audit; and
 - (xvi) Any established maintenance standards adopted by the Association pursuant to subsection (e) of section 47-257 of the Act, as amended.
- b. The Association shall, during the month of January in each year, file in the office of the Town Clerk of New Haven a certificate setting forth the name and mailing address of the officer of the Association or the managing agent from whom a resale certificate may be requested, and shall, thereafter, file such a certificate within thirty (30) days of any change in the name or address of such officer or agent. The Town Clerk shall keep such certificate on file in his or her office and make it available for inspection.

ARTICLE 08 MISCELLANEOUS

Section 08.01 **NOTICES.** All notices to the Association or the Board of Directors shall be delivered to the office of the manager, or if there is no manager, to the office of the Association, or to such other address as the Board of Directors may hereafter designate from time to time. Except

as otherwise provided in these ByLaws, all notices to any Unit Owner shall be sent to his or her address as it appears in the records of the Association. All notices to holders of Security Interests in the Units shall be sent, except where a different manner of notice is specified elsewhere in the Documents, by registered or certified mail to their respective addresses, as designated by them from time to time, in writing, to the Association. All notices shall be deemed to have been given when mailed except notices of changes of address which shall be deemed to have been given when received.

Section 08.02 **FISCAL YEAR.** The Board of Directors shall establish the fiscal year of the Association.

Section 08.03 **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 08.04 **OFFICE.** The principal office of the Association shall be on the Property or at such other place as the Board of Directors may from time to time designate.

ARTICLE 09 ACCESS TO UNITS

Any person authorized by the Executive Board shall have the right of access to all portions of the Property for the purpose of correcting any condition threatening a Unit or the Common Elements, for the purpose of performing installations, alterations or repairs and for the purpose of reading, repairing or replacing utility meters and related pipes, valves, wires and equipment, provided that requests for entry to a Unit or Limited Common Element are made in advance and that any such entry is at a time reasonably convenient to the affected Unit Owner consistent with the availability of contractors and others employed or engaged by the Association. Such right of access may be exercised during winter months without Unit Owner notice if there is reason to believe a unit is not occupied in order to make certain heat is being maintained in the unit. In case of an emergency, no such request or notice is required and such right of entry shall be immediate, whether or not the Unit Owner is present at the time. If a Unit Owner fails to permit routine access to a Unit as reasonably requested by the Association, the Association may seek a court order to allow access to the unit without the Unit Owner's consent. In such case, any cost and attorney's fee of obtaining such court order shall be assessed to the Unit Owner's account. If a Unit is damaged as a result of access obtained under this Section, the Association will be responsible for the prompt repair of the Unit, except as provided in Subsection 19.2(f) and Subsection 19.2(i) of the Amended Declaration.

ARTICLE 10 AMENDMENTS TO BYLAWS

Section 10.01 **AMENDMENTS BY EXECUTIVE BOARD.** Except as otherwise provided in Section 10.02, the Executive Board may amend the Bylaws by a vote of two-thirds of all of the members of the Executive Board at any meeting of the Executive Board duly called for such purpose. Before the Executive Board can adopt, amend or repeal any Bylaw, notice shall be given to all Unit Owners of the intention of the Executive Board to adopt, amend or repeal any Bylaw, which notice shall include the text of the proposed Bylaw and/or amendment and/or the text of the Bylaw to be repealed, as applicable, and the date on which the Executive Board will act on the proposed Bylaw, amendment or repeal after considering comments from Unit Owners.

Section 10.02 **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 members of the Executive Board;

- b. The number of members of the Executive Board;
- c. The manner of election of Executive Board members;
- 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 10.02.

Section 10.03 **EXECUTION OF AMENDMENTS.** Amendments to the Bylaws that have been duly adopted shall be prepared, executed, recorded, 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 10.04 **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.

ARTICLE 11 INSURANCE REQUIREMENT FOR INDIVIDUAL UNITS

Section 11.01 **INSURANCE FOR EACH INDIVIDUAL UNIT.** Each Unit Owner shall provide and maintain insurance coverage for fire, other casualty losses and liability protection. In the event that the Master Association Insurance Policy provides for a deductible with respect to damaged conditions, to any portion of a Unit the Insurance Policy for each individual Unit shall be used to cover any such Master Policy deductible amount. In the event that the Association is called upon to pay for any such Master Policy deductible due to the failure of a Unit Owner to maintain insurance coverage for each Unit as herein set forth, the Association shall be reimbursed by the respective owner of any such damaged Unit up to the amount of the deductible. Any such reimbursement shall be paid prior to the Association completing repairs of the damaged condition. If the Association completes said repairs prior to any such reimbursement, the Association shall have a lien against said Unit for the amount expended up to the amount of the deductible. Said lien may be foreclosed in the same manner as the collection of unpaid common charges and assessments. Each Unit Owner shall be responsible for all Association costs of collection and/or foreclosure in connection with recovery of any such deductible amount. The provisions of this Paragraph shall apply in accordance with the provisions of the Declaration.

ARTICLE 12 RULES

- a. At least ten (10) days before adopting, amending or repealing any rule, the Executive Board shall give all Unit Owners notice of: (1) its intention to adopt, amend or repeal a rule and shall provide the text of the rule or the proposed change; and (2) any rule may be adopted, amended or repealed only by a majority vote of the Executive Board.
- b. Following adoption, amendment or repeal of a rule, the Association shall notify the Unit Owners of its action and provide a copy of any new or revised rule.
- c. Subject to the provisions of the Declaration, the Association may adopt rules to establish and enforce construction and design criteria and aesthetic standards. If the Association adopts such rules, the Association shall adopt procedures for enforcement of those rules and for approval of construction applications, including a reasonable time within which the

Association must act after an application is submitted and the consequences of its failure to act.

- d. A rule regulating display of the flag of the United States must be consistent with federal law. In addition, the Association may not prohibit display, on a unit or on a Limited Common Element adjoining a unit, of the Connecticut State Flag, or signs regarding candidates for public or Association office or ballot questions, but the Association may adopt rules governing the time, place, size, number and manner of those displays.
- e. The Association may not prohibit or hinder any Unit Owner, lessee or sublessee from attaching to his or her entry door or entry door frame any object which is motivated by observance of a religious practice or sincerely held religious belief. Notwithstanding the Association may prohibit a display motivated by observance of a religious practice or sincerely held religious belief to the extent allowed by the first amendment to the United States Constitution and section 3 of article first of the Connecticut Constitution when such item: (1) threatens the public health or safety; (2) hinders the opening and closing of an entry door; (3) violates any federal, state or local law; (4) contains graphics, language or any display that is obscene or otherwise patently offensive; (5) individually or in combination with each other item displayed or affixed on an entry door frame has a total size greater than twenty-five square inches; or (6) individually or in combination with each other item displayed or affixed on an entry door has a total size greater than four square feet.
- f. Unit Owners may peacefully assemble on the common elements to consider matters related to the Common Interest Community, but the Association may adopt rules governing the time, place and manner of those assemblies.
- g. The Association may adopt rules that affect the use of or behavior in units that may be used for residential purposes, only to:
 - (i) Implement a provision of the Declaration;
 - (ii) Regulate any behavior in or occupancy of a unit which violates the Declaration or adversely affects the use and enjoyment of other units or the common elements by other Unit Owners; or
 - (iii) Restrict the leasing of residential units to the extent those rules are reasonably designed to meet underwriting requirements of institutional lenders that regularly make loans secured by first mortgages on units in Common Interest Communities or regularly purchase those mortgages.
- h. The Association's internal business operating procedures need not be adopted as rules.
- i. Each rule of the Association must be reasonable.

These Amended Bylaws were approved by the Association on
The Eighth Day of January 2015

TOWN HOUSE ON THE SQUARE CONDOMINIUM ASSOCIATION, INC.

By: Brett Spearman, its President

