

**AMENDED AND RESTATED BY-LAWS OF
THE TWIN LAKES ASSOCIATION OF SALISBURY, INC.
Adopted September 3, 1977, and amended August 31, 1991, July 6, 1996, August 8, 2015,
August 8, 2020 and August __, 2024**

I. NAME AND OFFICE

The organization's name shall be The Twin Lakes Association of Salisbury, Inc. Its office shall be in the Town of Salisbury, Connecticut.

II. OBJECTIVES

The objectives of the Association shall be to preserve and enhance the general welfare, natural resources, environment, attractions, and quality and ecology of the Twin Lakes in the Town of Salisbury and the areas around the Twin Lakes, including their watershed, and to promote the civic, social, and recreational activities of residents.

The nature of the activities to be conducted and the purposes to be promoted or carried out by the association shall be charitable, educational, and scientific within the meaning of the Internal Revenue Code of 1986 as amended.

The association is nonprofit and shall not have or issue shares of stock or pay dividends. No part of the net earnings of the association shall inure to the benefit of, or be distributable to, its officers, directors, members, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes outlined in these bylaws.

III. MEMBERS

There shall be one class of members. Members shall be any person eighteen or older who subscribes to and supports the purposes of the association and has paid the annual dues for that year. Dues shall be in the amount established by the board of directors. Each member shall have one vote.

IV. OFFICERS

There shall be a president, a senior vice-president, a secretary, and a treasurer (who shall distribute the association's funds with authorization from the board of directors). These four positions are collectively referred to as the "elected officers". The board may, by a vote of the majority of directors at any meeting of the board at which a quorum is present, appoint additional officers of the association (the "appointed officers"). An appointed officer must be a member of the board of directors. These bylaws shall refer to the elected officers and the appointed officers as the "officers" or singularly as an "officer." In the absence of the president, the senior vice president shall assume all the prerogatives and responsibilities of that office.

V. BOARD OF DIRECTORS

The board of directors shall consist of the elected officers, the immediate past president, and such directors as shall be elected by the membership. The board of directors shall formulate and carry out the program of the association provided, however, that the board shall not authorize an expenditure of funds over \$25,000.00 on any one project in any one calendar year without approval of the board recorded in the board minutes and shall not authorize an expenditure of funds over \$5,000.00 on any particular project without the approval of three of the elected officers. The board of directors shall meet at such times as the president shall determine. At least 50% of the directors shall constitute a quorum; provided that the attendance at the meeting by either the president or senior vice-president (either in person or via any means of communication that simultaneously allows all participating directors to hear each other) shall be necessary for a quorum.

VI. VACANCY AND PARTICIPATION

Any vacancy on the board of directors or in any office or position may be filled by the board for the remainder of the unexpired term of such directorship, office, or position.

Directors may participate in and vote at any meeting of the board by any means of communication that simultaneously allows all participating directors to hear each other. Board action may be taken without a formal meeting by the written consent of all directors.

VII. COMMITTEES

The president shall appoint such committees, as the board of directors shall determine, from time to time, to be necessary to carry out the objectives of the association.

VIII. DIRECTORS AND OFFICERS INDEMNIFICATION AND INSURANCE

The association shall provide indemnification, to the fullest extent permitted by law, to the directors and the officers of the association for actions taken on behalf or at the request of the association and shall advance funds to pay for or reimburse, to the fullest extent permitted by law, expenses incurred in connection with any legal proceeding or claim against an individual who is a party to the proceeding or claim because that individual is a director or an officer of the association.

The association may purchase and maintain insurance on behalf of an individual who is a director, committee member, officer, employee, or agent of the association, or

who, while a director, committee member, officer, employee or agent of the association, serves at the association's request as a director, officer, partner, trustee, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan or other entity, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director, committee member, officer, employee or agent, whether or not the association would have power to indemnify or advance expenses to him against the same liability.

IX. MEMBERSHIP MEETINGS

There shall be a regular meeting of the members of the association in June or July of each year. There shall be a second regular meeting of the members of the association in August or September of each year. The board of directors shall designate the place, date, and time of all regular meetings and shall cause prior written notice to be given to the membership at least one week before any regular meeting. Special meetings of the membership shall be called by the president upon written request of five members and upon at least one week's prior written notice to the membership. Before each meeting of the association, it shall be the duty of the secretary, together with the treasurer, to determine the number of dues-paying members eligible to vote. Voting by members may be in person or by proxy.

The elected officers and the directors shall be elected for three-year terms, or until their successors are elected and qualified. Nothing in these bylaws shall be construed as barring any elected officer or director from running for reelection upon the expiration of his or her term.

At the first regular meeting of the members in each "election year" (2024 and every 3 years thereafter), the nominating committee shall present a slate of elected officers and directors to be voted on at the second regular meeting of members in such election year. Such elected officers and directors shall take office immediately following such vote of the members.

The nominating committee shall consist of a chairperson and at least two other members representing different geographic parts of the Twin Lakes area. Such committee shall be timely appointed by the president with the approval of the board of directors.

A member may nominate himself or herself or any other member to serve as an elected officer or director by giving written notice of the nomination to the secretary of the association at least fourteen days before the second regular meeting in an election year.

Fifteen percent of the eligible membership at any duly called membership meeting shall constitute a quorum, and a majority vote of those members either present or voting by proxy shall govern. In the case of election of directors, each director receiving a majority of votes cast in favor of election shall become a member of the board of directors. In the case of elected officers, each candidate receiving a majority of votes cast in favor of election shall become the elected officer for the office for which he or she was nominated. Provided that, in the case of elected officers, when there are two or more candidates for an office and none received a majority of the votes cast, the candidate receiving a plurality of the votes cast shall be considered elected to that office. To the extent permitted by law, members may participate in any meeting using any means of communication that simultaneously allows all participating members to hear each other.

X. AMENDMENTS

The bylaws may be amended by a majority vote of the members present or voting by proxy at any membership meeting, provided at least one week's prior notice of such meeting is sent to all members which sets forth the amendments proposed.

