

BANTAM LAKE PROTECTIVE ASSOCIATION

Articles of Association/ Bv-Laws (restated and Amended)

Article I – Purpose

A. Purpose

The Bantam Lake Protective Association, Inc. is a private nonprofit organization devoted to the preservation of the beauty of Bantam Lake and its surroundings. This includes (1) the shoreline of the lake in the Towns of Litchfield and Morris (2) the conduct and proper use of Bantam Lake waters, and (3) the encouragement of maintaining the highest practical water quality for swimming, fishing, boating and any water or ice sports. The Association's foremost duty is to bring to the attention of Town and State Government, Committees agencies and Authorities any actions necessary to achieve our purpose.

B. The Association Name

The Bantam Lake Protective Association. Inc. name was selected to include the word "Protective" to imply the protection of lake beauty and quality, both the water and surrounding area. It also implies that proper authorities will be notified of any damage to the lake its shorelines environs and tributaries. Hereinafter The Bantam Lake Protective Association shall be referred to as the corporation.

Tax Exempt Status /Compliance

Notwithstanding any other provision of these Articles, the Association is organized exclusively for one or more of the purposes as specified in section 501(c) (3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC §501(c) (3) corresponding provisions of any subsequent Federal tax laws. (Adopted July 13, 1991).

Article II – Membership

A. Eligibility

The qualifications for membership in the Association shall be a sincere wish to maintain and improve the beauty of Bantam Lake and its watershed and the current payment of dues

B. Bantam Lake Members

The Bantam Lake Protective Association, Inc. desires that all residents, users, organizations, summer and year-round, living on or near the lake, become members.

Article III – Board of Directors

A. Number

This Corporation shall have a Board of Directors consisting of 12 Directors.

B. Term of Office

Each Director shall serve for a term of three (3) years. Reelection to the Board shall be encouraged if it is in the best interests of the Corporation. four (4) Directors shall be nominated each year. Should a vacancy appear in said board, said board may elect another person to serve upon said board for the unexpired portion of the term. Said Board of Directors shall serve without pay and shall be the agent of said corporation for the purpose of carrying all its by-laws Articles of Association and votes into effect.

C. Election

The Directors shall be elected from and by the Membership at the Annual Meeting for a three-year term. Nominees for election to the Board of Directors shall be recommended by the Board of Directors Nominating Committee and approved by vote of the Board. The three-year terms shall be staggered over a six year period to allow) three groups of Four Directors to be elected.

D. Termination

A Director's term may be ended by resignation or by the Board of Directors acting in its discretion on notice and by vote to remove from office any Director who misses 4 meetings or who does not maintain the purpose of the Association. Said vote must be by 2/3rds of all Directors. Upon affirmative vote of 2/3rd of Directors the individual shall cease to be a Director of the Association

E. Duties

The Board of Directors shall have the power to manage and conduct all the business and affairs of the Corporation. They shall make all rules and regulations as may be necessary for the management and care of the property and estate of said Corporation. The Directors shall maintain the Bylaws of the Corporation and allocate the funds to the best interests of the membership.

F. Meetings of Board

The Board of Directors meetings shall be scheduled on the third Thursday of each month unless otherwise set by the Board in a particular case or as needed with notification of Board members by the Secretary. The President shall prepare an agenda for each Board meeting and shall provide it to the Board members at least 3 working days prior to the meeting. At any meeting of the Board of Directors a quorum, which shall be a majority of all existing Directors, shall be necessary to conduct the business of the Association. In any vote on any issue before the Board (except termination ARTICLE III D) a simple majority vote of the quorum present shall determine the issue,

Article IV – Officers

A. Election

The Board of Directors shall elect from among their number a President, a Vice-President, a Treasurer, a Secretary and at their discretion a recording secretary. The mechanism for election shall be a three member Nominating Committee appointed by the President to suggest a slate for the Officers as needed.

B. Term of Office

All Officers shall serve for a one year period and shall be elected at the next meeting of the Board of Directors immediately following the Association annual meeting. Reelection shall be encouraged if it is in the best interests of the operation of the Corporation.

There is no maximum for a term of office.

C. Duties

1 . President: The President shall be the Chief Executive Officer of the Association and chief operating officer of the Board of Directors and of the corporation. The President shall preside at all meetings of the Board of Directors and of the corporation and its members and to make all rulings on questions which may arise at said meetings and perform all other duties incident to the position and office, and which are required by law.

2. Vice-president: The Vice President shall perform all the duties of the office of President in his absence. He shall also perform such other duties as prescribed by the Board of Directors including duties of other Officers in their absence.

3. Treasurer — The Treasurer shall receive and have charge of all moneys of the corporation and evidences of property of the Corporation and shall pay out said funds in satisfaction of all bills and expenses of the corporation upon the order of the board of directors. The Treasurer shall keep an account of all moneys received and of all moneys paid out and shall report the status of the monies at each meeting of the Board of Directors . The Treasurer shall give a bond in such form and in such sum as the Directors may fix which shall be kept by the President. The Board may vote to waive the bond requirement. The Treasurer shall be responsible for preparing an annual financial statement of the corporation with The Board may vote to waive the bond requirement. Within 60 days following the end of each fiscal year of the corporation. A copy of the financial statement shall be provided to the Board. The Treasurer shall maintain such reports as may be required by the provisions of section 501 (c) (3) of the Internal Revenue Code of 1986 or any applicable provisions of the Connecticut General Statutes. In preparing such reports and financial statements the Treasurer may employ professional services as may be approved by the Board.

4. Secretary_— The Secretary shall keep the records and the Seal of the Corporation, and such other records and accounts as the Directors may direct, and shall give notice of meetings when required. Notices of Annual and Special meetings, and postage costs, shall be given to the Secretary for mailing at least one week before meeting date. Other duties include the maintaining of membership and property owner lists, mailing of bills

for dues, and preparing newsletters. The Board at its discretion may elect a recording secretary whose sole function shall be to record all minutes of the proceedings of the Board and membership and provide the same to the Secretary on a timely basis.

Article V – Dues

A. Regular Membership

The Annual Dues shall be determined by the Board of Directors. The dues shall be an annual assessment to further the objectives of the Association. Dues shall be payable in advance, on or before May 1st, for the ensuing year. Notice of payment due shall be sent to each member on or before April 10th each year.

B. Delinquency

On the failure of any member to pay the Annual Dues within ninety (90) days after same shall become due and payable, the name of said member may be dropped from the list of members and his membership in said Association shall terminate by a majority vote of the Board of Directors.

C. Liability

The personal liability of a Director of the Corporation or its members for monetary damages for breach of duty as a Director shall be limited as provided by Connecticut General Statutes Revised 2005, section 33-1026(b)

Article VI – General Instructions

A. Revisions to Bylaws

These Bylaws may be altered or amended at any Annual Meeting or at any Special Meeting called for this purpose, due notice of said alteration or amendment having been given to the members in the call for the meeting.

B. Voting Members

No member shall be eligible to vote at any meeting of the Corporation who is not a member in good standing, with dues paid at the time of said meeting.

C. Meetings

The Corporation shall hold at least one Annual meeting per year for the entire membership. The Annual meeting shall be held on at least 7 days notice to the membership. The Annual Meeting shall be held on any date in the month of June as may set by the Board of Directors.

D. Seal

A Seal with the words and figures “Bantam Lake Protective Association, Incorporated 1925” shall be the Seal of the Corporation. This Seal is maintained by the Secretary and only used by the instruction of the President or Board of Directors.

E. Elimination from Past Bylaws

Paragraph VI – the executive committee – dropped

Paragraph VIII – member resignation – dropped

Paragraph XIV – fines and penalties – dropped

Paragraph XVI – associate members – dropped

(Amendments of July 7, 1990)

F. Dissolution

In the event of dissolution, termination, or reorganization of The Bantam Lake Protective Association, all property including bank deposits, money market accounts, cash and receivables together with any liabilities shall be conveyed to The Bantam Lake Authority. If that organization does not exist, said properties shall be conveyed to an organization whose goals and purposes are consistent with the purposes of The Association. In no event shall any distribution be made which shall be contrary to the provisions of section 501 (c)(3) of the Internal Revenue Code of 1986 and any amendments thereto.

G. Term of Office and Compensation

Reference Article III Board of Directors and Article IV Officers:

The term of office for all Directors shall commence with their election at the annual meeting whenever that shall occur and continue through their prescribed term as provided above unless they resign. Nothing contained herein shall preclude a director from running for an additional term if in the opinion of the Board it is in the best interests of the corporation. No part of the net earnings of the Association shall inure to the benefit of any member, director or officer of the Association, or any private individual (excepting reimbursement of necessary expenses incurred on behalf of the Association as approved by the Board of Directors), and no member, director or officer of the Association, or any private individual shall be entitled to share in the distribution of any of the Association's assets on dissolution of the Association. (Adopted July 13, 1991)

H. 501 (H) Internal Revenue Code

No substantial part of the activities of the Association shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by section 501 (h) of the Internal Revenue Code of 1986), nor shall the Association participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. (Adopted July 13, 1994).

I. Budget

The Board of Directors at its discretion may develop and approve a budget for a fiscal year or for a particular project as they deem necessary.

J. Committees

The Board may appoint such committees, as it, from time to time, considers advisable. No Committee shall have the power to act for or on behalf of the Association or otherwise commit or bind the Association to any course of action. Committees shall only have the power to make recommendations to the Board, as the Board may, from time to time, direct. Members of Committees shall be appointed from the membership by and hold office at the pleasure of the Board. Each committee shall have appointed as its chairman a member of the Board of Directors, appointed by the President. Each committee shall submit to the Board such reports as the Board may, from time to time, request

K. Office/ Books and Records

The principal office of the Association shall be designated by the Board of Directors and shall be located in the county of Litchfield, State of Connecticut. In the absence of any designation, the residence of The President shall be deemed the principal office. Any member of the corporation or his agent or attorney may inspect all books and records of the Association, on reasonable notice, by appointment with Secretary. In this connection inspection of the books and records of the corporation may be made by members of the general public on the same terms and conditions where required by and consistent with the provisions of IRC 501 (c) (3) or any corresponding provisions of any subsequent Federal tax law or with the provisions of the Connecticut General Statutes applicable to the Association. All bank accounts will be maintained federally insured banking institutions located in the county of Litchfield and all banking will be conducted at branches of those institutions located in the county of Litchfield. The business of the corporation shall be conducted in accordance with the provision of the Connecticut General Statutes applicable to the Association. No part of these bylaws shall be deemed inconsistent with the applicable to the Association

L. Fiscal Year:

The Association shall operate on a fiscal year basis. The Fiscal Year of the Association shall be from July 1st to June 30th