

**AMENDED AND RESTATED BY-LAWS OF
THE TWIN LAKES ASSOCIATION OF SALISBURY, INC.**

Adopted September 3, 1977

Amended August 31, 1991, July 6, 1996 and August 8, 2015

I. NAME AND OFFICE

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

II. OBJECT

The objects of the Association shall be to preserve and enhance the general welfare, the natural resources, the environment and attractions, and the quality and ecology of the Twin Lakes area in the Town of Salisbury, and to promote the civic, social and recreational activities of its residents.

The nature of the activities to be conducted and the purposes to be promoted or carried out by the Association shall be exclusively charitable, educational and scientific within the meaning to 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 set forth in these By-Laws.

III. MEMBERS

There shall be one class of members. Members shall be any person eighteen years of age 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 Executive Committee. Each member shall have one vote.

IV. OFFICERS

There shall be a President, a Senior Vice-President, a Secretary, a Treasurer (who shall distribute the funds of the Association with the authorization of the Executive Committee) and such officers as the membership of any meeting or the Executive Committee from time to time may determine to be necessary, which officers shall have the power and duties usual for such offices. In the absence of the President, the Senior Vice President shall assume all the prerogatives and responsibilities of that office.

V. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Officers, the retiring President and up to five members-at-large who shall be elected by the membership. The Executive Committee shall formulate and carry out the program of the Association provided, however, that the Executive Committee shall not authorize an expenditure of funds in excess of \$5,000.00 in any one calendar year without a vote of the membership. Incremental funding of the same project, which will exceed \$5,000.00 in any one calendar year, shall not be authorized. The Executive Committee shall meet at such times as the President shall determine. At least 50% of the current members of the Executive Committee shall constitute a Quorum.

VI. VACANCY AND PARTICIPATION

Any vacancy in any office or position may be filled by the Executive Committee for the remainder of the unexpired term of such office or position.

Executive Committee members may participate in any meeting through the use of any means of communication, which simultaneously allows all participating members to hear each other. Executive Committee action may be taken without a formal meeting by the written consent of all members.

VII. COMMITTEES

The President shall appoint such committees, as the Executive Committee shall determine, from time to time, to be necessary to carry out the purposes of the Association.

VIII. MEMBERSHIP MEETINGS

There shall be a regular meeting of the members of the Association in the month of June or July in each year. There shall be a second regular meeting of the members of the Association in the month of August or September in each year. The Executive Committee 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. Prior to 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, and to announce whether a quorum of such members is present, in person. Voting at a Special Meeting may be by proxy.

Officers and other Executive Committee members shall be elected for four-year terms, or until their successors are elected and qualified, and may be subject to re-election. At a regular meeting of the members prior to the end of the terms of the officers and other Executive Committee members, the nominating committee shall present a slate of officers and Executive Committee members to be voted on at the next regular meeting of members. Such officers and Executive Committee members shall take office immediately following such vote of the members.

The nominating committee shall consist of a chair person and at least 2 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 Executive Committee.

Fifteen percent of the eligible membership at any duly called membership meeting shall constitute a quorum, and a majority vote of those members present shall govern.

IX. AMENDMENTS

The By-Laws may be amended by a majority vote of the members present 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.