



THE CANDLEWOOD TRAILS ASSOCIATION
INCORPORATED
POST OFFICE BOX 474
NEW MILFORD, CONNECTICUT 06776

BYLAWS

ARTICLE 1 - NAME

The name of this corporation shall be Candlewood Trails Association, Incorporated.

ARTICLE 2 - LOCATION

The location of the principal office of this Corporation shall be at Candlewood Trails, Lake Candlewood, New Milford, Connecticut.

ARTICLE 3 - PURPOSES

Sec. 1. The purposes for which this Corporation are formed are:

- a. To supply water to the members of the Association without profit to the Association or any members thereof, and to make, maintain, equip, repair and improve roads, roadways, walks, beaches, docks and Club House, in and about the property owned by the Association and to make such other improvements as would serve to enhance the value of the property of the Association and for the better service of the community.
- b. To purchase, hold, develop, mortgage, sell and otherwise deal with land within the confines of the community of Candlewood Trails.
- c. To provide civic, social and recreation facilities and activities within the community.
- d. To otherwise promote the welfare of the community by promulgation and enforcement of the Declaration of Restrictions, Bylaws and Rules and Regulations to insure the peace and safety of its residents and the continuation and improvement of its physical aspects.
- e. To charge dues and levy assessments in such manner and in such amounts as may from time to time be necessary and under such conditions as may be set forth in these Bylaws for the purpose of carrying out the aforementioned functions.

ARTICLE 4 - MEMBERSHIP

Sec. 1. Definition of Member:

- a. A member shall be a property owner of one or more lots at Candlewood Trails, and shall be subject to the conditions as set forth in the Declaration of Restrictions.
- b. The privileges of the Clubhouse, beach, dock and other recreational facilities shall be accorded to the immediate family and guests of a 'member in good standing'. Once a member rents his/her property, the member then relinquishes said rights to use these recreational facilities during the term of rental.
- c. Tenants occupying property at Candlewood Trails, providing the owner of said rented property is a "member in good standing", shall be entitled to all of the privileges of the beach, Clubhouse and other recreational facilities, but shall have no voting rights or rights to attend meetings.
- d. If a member does not submit a signed Rental Agreement Form to the Board of Directors when renting his/her property as stated in the Declaration of Restrictions, said renter shall be denied use of CTA recreational facilities.

Sec. 2. Definition of "Property Owner":

Whenever the term "property owner" is used in these Bylaws the term shall include any person who holds a deed to property in Candlewood Trails.

Sec. 3. Membership in the Corporation may be considered "not in good standing" as follows:

- a. ~~For failure to meet any indebtedness to the Corporation, including assessments not paid by June 15th and/or late fees, fines and service charges not paid within such periods as may be fixed by the Board of Directors.~~

The following amendment to the Bylaws was approved at the Annual Meeting of the membership held on August 24, 2013:

For failure to meet any indebtedness to the Corporation, including assessments not paid by May 1st and/or late fees, fines and service charges not paid within such periods as may be fixed by the Board of Directors.

- b. For violations of the provisions of the Declaration of Restrictions and/or Bylaws, for repeated violations of the Rules and Regulations, or for any act improper or injurious to the Corporation or its members.

Sec. 4. The Board of Directors may reinstate a members "good standing" status in accordance with procedures to be fixed by it.

ARTICLE 5 - DIRECTORS

Sec. 1. Number - The affairs, business and property of this Corporation shall be controlled and managed by a Board of Directors, ten in number. Such Board shall be made up of the Officers of the Corporation and five other Directors and shall be elected at the Annual Meeting. The Officers of the Corporation shall be Directors as soon as elected to serve and all Directors and Officers shall be members "in good standing" throughout their term.

Sec. 2. Unexpired Terms - Any Officer or Director who has been either elected or appointed by the Board of Directors to fill the unexpired term of an Officer or Director shall be eligible for reselection to succeed him/herself at the expiration of such interim term of office.

Sec. 3. Duties of Directors - Such Directors shall, in all cases, act as a Board, regularly convened, by a majority and may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with the Declaration of Restrictions, these Bylaws and the State of Connecticut.

Sec. 4. Directors Meetings - Regular meetings of the Board of Directors shall be held as often as deemed necessary in order to carry out the business of the Association. Special meetings of the Board of Directors may be called by the President at any time and also may be called by the Secretary upon written request of five members of the Board of Directors.

Sec. 5. Notice of Meetings - Notice of meetings, other than the regular Annual Meetings, shall be given by service to each Director in person or by mail, at least five (5) days before the date therein designated for such meeting, of a written or printed notice specifying the time and place of such meeting and no other business other than that specified shall be transacted. At any meeting at which every member of the Board of Directors shall be present, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

Sec. 6. Quorum - At any meeting of the Board of Directors, a majority of the Board shall constitute a quorum for the transaction of business, but in the event a quorum not being present, a less number may adjourn the meeting to some future time, not more than thirty days later.

- Sec. 7. Voting - At all meetings of the Board of Directors, each Director shall have one vote.
- Sec. 8. Vacancies - Vacancies in the Board of Directors occurring between Annual Meetings shall be filled for the unexpired portion of the term by a majority vote of the remaining Directors.
- Sec. 9. Removal of Directors - Any one or more of the Directors may be removed with cause by a majority vote at any special meeting of the Corporation called for the purpose at which at least 51 percent (51%) of the Membership of the Association are present in person or by proxy.
- Sec. 10. A member of the Board of Directors who shall be absent from three consecutive meetings of the Board shall automatically cease to be a member thereof unless said Director shall have obtained consent for the absence or shall present at the meeting next following a cause satisfactory to the majority members of the Board then present.
- Sec. 11. The Board of Directors shall have the power to make rules and regulations for the conduct of Members and their guests relative to the use of the Recreational facilities and other property of the Corporation, and to create such committees with such duties as may be deemed necessary and to confirm or reject appointments to committees made by the President.
- Sec. 12. All contracts exceeding \$500.00 shall be let only after receiving at least two bids. In the event the Corporation is unable to get more than one bid for a particular contract and it is deemed that time is of the essence in getting the work, labor or material needed, any member of the Board of Directors may, at a duly called meeting of the Board of Directors at which a quorum is present, move to have the Corporation accept the one bid. If three-fourths (3/4) of the members of the Board present vote in favor of this motion, the bid shall be accepted and the contract shall be let to said bidder.

ARTICLE 6 - OFFICERS

Sec. 1. Number - The Officers of this Corporation shall be:

1. President
2. First Vice President
3. Second Vice President
4. Secretary
5. Treasurer

Sec. 2. Election - The Officers shall be elected each year at the Annual Meeting of the Members and shall serve for a period of one year from the date of their election or until their successor shall have qualified.

Sec. 3. Succession - ~~The President or Vice Presidents will be ineligible to succeed themselves in such office after having served two consecutive terms. The limitation shall not apply to the offices of Secretary or Treasurer.~~

The following amendment to the Bylaws was approved at the Annual Meeting of the membership held on August 27, 2005:

The President will be ineligible to succeed him or herself in such office after having served four (4) consecutive terms. The Vice Presidents will be ineligible to succeed themselves in such office after having served two consecutive terms. The limitation shall not apply to the offices of Secretary or Treasurer.

Sec. 4. Duties of Officers - The duties and powers of the Officers of the Corporation shall be as follows:

PRESIDENT - The President shall preside at all meetings of the Corporation and shall enforce all of the laws and regulations of the Corporation and shall appoint all committees, with the exception of the Nominating Committee and Land Committee, subject to the approval of the Board of Directors and shall be an ex-officio member of all committees of which he/she is not an active member. The President shall present at each Annual Meeting a report on the affairs of the Corporation. The President shall cause to be called regular and Special Meetings of the members and Directors in accordance with these Bylaws. The President shall appoint and remove, employ and discharge and fix the compensation of all servants, agents, employees and clerks of the Corporation other than the duly elected officers, subject, however, to the approval of the Board of Directors. The President shall sign all contracts and agreements made in the name of the Corporation after they have first been approved by the Board of Directors. The President may sign notes, drafts or bills of exchange and warrants or other orders for the payment of money.

VICE PRESIDENTS - During the absence or inability of the President to render and perform duties of the office as set forth in these Bylaws, the same shall be performed and exercised by the Vice Presidents, and when so doing they shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such President. In the event of the absence of the President and Vice Presidents at any meeting, a chairman shall be chosen at such meeting by vote, to carry out such duties.

SECRETARY - The Secretary shall give note and purpose of all meetings of the Corporation and of the Board of Directors. The Secretary shall keep the minutes of all such meetings, shall conduct the correspondence and keep the records of the Corporation. The Secretary shall furnish to the Treasurer the names of all persons who are members of the Corporation and shall be the custodian of all papers and legal instruments of the Corporation and perform such other duties as the Board may assign from time to time. The Secretary shall present to the Board of Directors at their stated meetings, all communications addressed to him/her officially or to the President or any Officer or member of the Corporation. In the absence of the President or Treasurer, the Secretary shall sign, make and endorse in the name of the Corporation, all checks, drafts, warrants and orders for the payment of money, and pay out and dispose of same and receipt thereof, under the direction of the President or the Board of Directors.

TREASURER - The Treasurer shall have the care and custody of, and be responsible for, all the funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust company or companies or safe deposit vaults as the Board of Directors may designate. The Treasurer shall sign, make and endorse, in the name of the Corporation, all checks, drafts, warrants and orders for the payment of money, and pay out and dispose of same and receipt thereof, under the direction of the President or the Board of Directors. The Treasurer shall exhibit at all reasonable times, his/her books and accounts to any member of the Corporation upon application at the office of the Corporation. The Treasurer shall render a statement of the conditions of the finances of the Corporation at each regular meeting of the Board of Directors, and a full Financial Report at the Annual Meeting of the members, including a statement of delinquent assessments. The Treasurer shall maintain correct books of accounts of all its business transactions and such other books of accounts as the Board of Directors may require, and shall do and perform all duties pertaining to the office of the Treasurer.

The following amendment to the Bylaws was approved at the Annual Meeting of the membership held on August 28, 2004:

The Treasurer shall file IRS Form 990 each year in a timely fashion.

Sec. 5. **Bond of Treasurer** - The Treasurer shall give to the Corporation such security for the faithful discharge of his/her duties as the Board of Directors may direct.

Sec. 6. Filling of Vacancies - All vacancies in any office shall be filled by the Board of Directors without delay, at its regular meeting, or at a meeting specifically called for that purpose.

Sec. 7. Removal of Directors - The Board of Directors may recommend the removal of any officer to the assembly by a majority vote and the officer could be removed by a 51 percent (51%) vote or more of the total membership.

ARTICLE 7 - COMMITTEES

Sec. 1. Standing Committees - There shall be the following Standing Committees:

1. Nominating Committee
2. Rules & Regulations Committee
3. Land Committee
4. Planning & Finance Committee

Sec. 2. Duties of Standing Committees:

1. Nominating Committee - This committee shall, not less than two (2) weeks prior to the date of the Annual Meeting of the Corporation, prepare a list of nominations for the Officers and Directors of the Corporation as provided in these Bylaws. Nominations shall also be submitted at this time for Nomination Committee members and Land Committee members as needed, and the list of these nominations shall be delivered to the Secretary who shall send a copy thereof, together with the notice of the Annual Meeting, to each member and a copy of such nominations shall be posted in a conspicuous place in the office of the Corporation not less than ten (10) days prior to the date of the Annual Meeting.
2. Rules & Regulations Committee - This committee shall review and make recommendations to all amendments to the governing documents of the Association as follows:
 - a) Amendments to the Declaration of Restrictions, which recommendations shall be submitted to the Board of Directors for approval, modification or rejection and shall be subject to final approval, modification or rejection at a meeting of the membership, in accordance with the membership voting requirements as set forth in Article ELEVENTH of the Declaration of Restrictions, as it may be amended from time to time.
 - b) Amendments to the Bylaws of the Association, which recommendations shall be submitted to the Board of Directors for approval, modification or rejection and shall be subject to final approval, modification or rejection at a meeting of the membership in accordance with the membership voting requirements set forth in Article 12 of these Bylaws, as they may be amended from time to time.
 - c) Amendments to the Rules and Regulations, which recommendations shall be submitted to the Board of Directors for approval, modification or rejection by a majority vote of the total number of Directors, subject to approval of the membership.
3. Land Committee - This committee shall have charge of the Corporation's land, and make recommendations for its use thereof to the Board of Directors. It shall see to the enforcement of restrictions in deeds and the protection of the Corporations property. It shall review all changes by the Town of New Milford in the valuation of the Corporation's property.
4. Planning & Finance Committee - This committee shall be responsible for short and long term planning aspects of the community as well as the financing thereof, and shall submit recommendations to the Board of Directors.

Sec. 3. Formation of Committees

1. The President shall designate a temporary chairman of each committee until such time as each committee elects its own chairman. A quorum shall consist of a majority of the members of each committee.
2. The Nominating Committee shall be composed of five (5) members of the Corporation and this committee shall be elected at the Annual Meeting.
3. The Rules & Regulations Committee shall be composed of five (5) members of the Corporation, appointed by the President and approved by the Board of Directors.
4. The Land Committee shall be composed of five (5) members of the Corporation and this Committee shall be elected at the Annual Meeting, one for a five-year term, one for a four-year term, one for a three-year term, one for a two-year term and one for a one-year term.
5. The Planning & Finance Committee shall be composed of the chairman of all committees plus five (5) additional members-at-large, none of whom may be on the Board of Directors. The "at-large" members shall be appointed by the President and approved by the Board of Directors.
6. Other Committees - The President may, at his/her discretion, appoint from time to time, other committees of such size and for such purpose as he/she may deem advisable.

ARTICLE 8 – MEETING OF MEMBERS

- Sec. 1. Annual Meeting - The Annual Meeting of the Corporation shall be held at the office of the Corporation at Candlewood Trails on Saturday, eight (8) days preceding Labor Day in each year. The Secretary shall serve by mail, a written notice at least ten (10) days prior to said meeting to each member at his/her address as it appears on the membership list.
- Sec. 2. Regular Meeting - There shall be a Regular Meeting of the Corporation held on a Saturday during the month of June in each year. The dates of additional regular meetings shall be set by the Board of Directors for the conduct of such business of the Corporation as may be deemed necessary. The Secretary shall serve by mail, a written notice not less than ten (10) days prior to such meetings
- Sec. 3. Special Meetings - Special meetings of the members, other than those regulated by statute, may be called at any time by a majority of the Directors. Notice of such meetings, stating the purpose for which called, shall be served by mail not less than ten (10) days prior to such meetings. It shall be directed to every member at his/her address as it appears on the membership list, but at any meeting at which members not present have waived notice in writing, the giving of notice as above described may be dispensed with. The Board of Directors shall also, in like manner, call a special meeting of members whenever so required in writing by members representing not less than 25 percent (25%) of the total number of members of the Corporation. No business other than that specified in the call for the meeting shall be transacted at any special meeting of the members.
- Sec. 4. Quorum - The presence, in person or by proxy, of 25 percent (25%) of the members entitled to vote shall be necessary to constitute a quorum for the transaction of business at any meeting. A lesser number may adjourn to some future time not less than ten (10) or more than thirty (30) days later and the Secretary shall thereupon give at least five (5) days notice by mail to each member entitled to vote who was absent from such meeting.

Sec. 5. Voting - At all meetings of the members, all questions, the manner of deciding which is not specifically regulated by statute, shall be determined by a majority vote of the members present in person or by proxy. Joint or co-owners shall have only one (1) vote, and owners of more than one property shall have only one (1) vote. All voting shall be via voice or by ballot, and in addition, if such ballot be cast by proxy, the name of the proxy shall be stated. The casting of all votes at special meetings of members shall be governed by the provisions of the Corporation laws of this State.

Sec. 6. Order of Business - The order of business at all meetings of the members shall be as follows:

1. Roll call.
2. Proof of Notice of Meeting, or Waiver of Notice.
3. Reading of minutes of preceding meeting
4. Report of Officers.
5. Report of Committees.
6. Vote on budget (Annual Meeting only).
7. Election of Officers, Directors, Nominating Committee and Land Committee members (Annual Meeting only).
8. Old business
9. New business.

ARTICLE 9 - FEES and ASSESSMENTS

Sec. 1. Annual assessments shall be made upon all property owners for all proper costs of operating the Corporation and the Candlewood Trails Association. These assessments shall be based upon the recommendations of the Board of Directors at the Annual Meeting. A detailed itemized statement of all costs on the basis of assessments with a complete financial statement shall be made available to all members not less than ten (10) days before the scheduled date of said meeting. Any and all other items involving the possible expenditures of the Corporation for the coming year will be discussed and voted on at said meeting and the Board of Directors will raise the necessary amounts by assessments as hereinafter provided.

Sec. 2. The amount of the Annual Assessment shall be determined by a majority vote at the Annual Meeting, after the recommendations in Sec. 1. hereof are submitted to the meeting. The Association may, when necessary, levy Special Assessments in accordance with Article SIXTH of the Declaration of Restrictions.

Sec. 3. Assessments, in accordance with the approved budget, shall be levied against all property owners not later than December 1st (first) following said meeting. They will be payable on January 1st(first) next. Payments made after January 31st (thirty-first) will be considered delinquent and may be subject to a late payment fee each month, the amount to be determined by the Board of Directors and approved by a vote of the membership, and shall continue to accrue until the assessment and late-payment fees are fully paid.

~~Members who fail to pay the assessments by June 15th(fifteenth) shall be considered "not in good standing".~~

The following amendment to the Bylaws was approved at the annual Meeting of the membership held on August 24, 2013:

Members who fail to pay the assessment by May 1st (first) shall be considered "not in good standing".

All delinquent accounts may be subject to litigation for collection and the placement of a lien on the property, as set forth in Article SIXTH of the Declaration of Restrictions. All delinquent members shall be responsible for all costs of collection, including attorney fees and court fees.

Sec. 4. ~~Initiation Fee~~—The purchaser of any house or lot in Candlewood Trails shall tender to the Association an Initiation Fee, the amount to be determined by the Board of Directors and approved by a vote of the membership, which Initiation Fee shall be refunded in the event transfer of title is not completed.

The following amendment to the Bylaws was approved at the Annual Meeting of the membership held on August 23, 2003: The first paragraph of this section will now read as follows:

Sec. 4. Initiation/Transfer Fee – the purchaser of any house or lot in Candlewood Trails Association shall tend to the Association an Initiation/Transfer Fee, the amount to be determined by the Board of Directors and approved by a vote of the membership, which Initiation/Transfer Fee shall be refunded in the event transfer of title is not completed.

Nothing herein contained shall apply to intra-family transfers by inter-vivos gift or inheritance by a member of the Association to a member of his/her family. A member of the family as used in this instance is defined as a husband, wife, father, mother, child, grandchild, brother or sister.

ARTICLE 10 – MAINTENANCE AND DEVELOPMENT

Sec. 1. The responsibility for the proper maintenance and development of Candlewood Trails Association shall be vested in the Board of Directors which shall be empowered to engage such help as they feel necessary to carry out the purposes of this Corporation.

Sec. 2. The responsibility for the enforcement of the Declaration of Restrictions, these Bylaws, the Rules and Regulations and any other regulations deemed necessary for the preservation, safety or well-being of the community, shall be vested in the Board of Directors. To accomplish this, applicable fines shall be established by the Board of Directors and approved by the membership at the Annual Meeting. The Board shall have the authority to levy fines and/or restrict the use of Community recreational facilities for violations of these Covenants.

Sec. 3. If the Board of Directors hires an "employee", the Association must, according to the IRS and State tax codes, deduct applicable amounts of Federal withholdings, FICA, State taxes, etc., and must file all necessary reports to the State and Federal Government. The Board of Directors may hire licensed, bonded and properly insured vendors or contractors to perform necessary work for the Corporation.

ARTICLE 11 - SALE and USE OF LAND

Sec. 1. The Corporation's land is to be preserved to maintain the existing balance between private homes and open space. Specifically, no property is to be sold to any individual or made available for individual use via easement. Any exceptions to this restriction must be recommended by the Land Committee and approved by the Board of Directors, with final approval of two-thirds (2/3) of the membership.

Sec. 2. The Land Committee shall formulate all rules and regulations for the use and protection of the Corporation's land and present the same for the approval of the Board of Directors. It shall also inform the Board of Directors concerning any violations of restrictions in the deeds of property owners and it shall be the responsibility of the Board of Directors to see that the violations cease.

Sec. 3. Land owned by the Corporation may be used for any purposes for which the Corporation is formed as set forth in Section 1. of Article 3. of these Bylaws. In selecting the site of said land for these purposes, every effort shall be made to avoid locations which may affect any member of the Corporation adversely.

Whenever the Corporation land is to be used for a purpose which is not specifically regulated by the Bylaw and which shall clearly benefit the members of the Corporation, said use of land shall be

set forth in a call for a Special Meeting or for the next succeeding Annual Meeting and voting on said use of land shall be determined by a two-thirds (2/3) vote of the members of the Corporation. The call for such meeting shall indicate the proposed arrangements as to how, when and where, and under what conditions and legal instrument the said land use shall take place. In addition, the call shall be accompanied by a proxy which shall be sent to each member of the Corporation. The proxy may contain other arrangements as alternatives.

ARTICLE 12 - AMENDMENTS

This Constitution and Bylaws may be amended at a meeting of the Membership by a three-fourths (3/4) vote of the members present or by proxy, provided the Board of Directors has considered such amendments.

No amendment(s) shall be put to a vote unless written notice shall have been mailed to each member of the Association at least seven (7) days prior to the meeting at which the amendment(s) is to be voted on, said notice to state the proposed amendment(s).

This document updated December 29, 2013:

- **All approved amendments annotated**

This document updated August 21, 2014:

- **Various typographic errors corrected**