

AMENDED BY-LAWS OF THE RIDGEFIELD LAKES ASSOCIATION, INC.
RAINBOW LAKE

The Ridgefield Lakes Association "RLA" exists to provide stewardship of Rainbow Lake in Ridgefield, Connecticut. The RLA is responsible for the monitoring and maintenance of the lake to provide a resource for members of the RLA. The duties include: maintenance and treatment of the lake , maintenance and repair of the dam; maintenance of RLA property, maintenance of recreation facilities; and to regulate the use of RLA properties and recreation facilities.

Articles I through VI below detail the By-Laws governing the RLA. Should a Rainbow Lake Tax District (RLTD) exist as set forth in Connecticut General Statutes Section 7-326, Connecticut Special Act 02-2, and any other applicable general or special act, as amended, the responsibilities and duties of the RLA for maintenance of the lake and the responsibilities of the RLA to its membership will be assumed by the RLTD. While an RLTD is in existence Articles I through VI will be replaced by Articles VII through XII.

Upon creation or dissolution of the RLTD, a meeting of the members of the RLA will be called to dissolve and reelect Board members of the RLA pursuant to the then in effect By-Laws.

These By-Laws shall become effective upon the calling to order of the RLA annual meeting held in May of 2016.

ARTICLE I—MEMBERSHIP

Section 1

Subject to timely payment of Ridgefield Lakes Association (RLA) annual dues, membership shall be available to persons and members of their immediate families who: 1) own or rent property at Rainbow Lake within the boundaries shown on RLA map 1993, including properties on either side of the boundary roads, or 2) own property outside the boundaries but have deeded lake rights to Rainbow Lake (Lake 1 as shown on Map1 dated October, 1934 – Town of Ridgefield map #335), or 3) qualify for a Non-resident Membership in accordance with the rules for Non-resident Membership below. Membership shall entitle the members to the use of all facilities owned and maintained by the RLA, including, but not limited to beaches, rafts, docks, and any other facilities that may become available in future.

The rules governing Non-resident Memberships (NRM) are as follows:

- a) Non-resident membership (NRM) must be applied for in writing to the Board (c/o the Board chair).
- b) Those who apply for NRM must apply in writing, be sponsored by a member in good standing, and their acceptance must be ratified by a majority vote of the Board.
- c) The residence/location requirements and the number of NRM members to be allowed will be determined by the Board.
- d) Non-resident members will not be eligible to serve on the RLA Board.

- e) A NRM may be discontinued, without stated cause, by a two-thirds majority vote of the Board.
- f) Non-resident members will be limited to the storing of one boat only. The boat will clearly display the RLA numbered decal and will be kept only in RLA approved locations.
- g) Non-resident members will not be allowed to build or float any dock.
- h) NRM dues will be set by the Board at approximately 150 percent of the General Membership Fee.
- i) The NRM program may be discontinued by a majority vote of the Board.

Section 2

Membership in the RLA is on an annual basis. New residents purchasing property from RLA members automatically become members for the remainder of the fiscal year in which the transfer occurs. The new resident is then eligible to maintain membership as stated in Section 1.

Section 3

Dues are payable by March 1 of each year. Any member whose dues remain unpaid by May 1 of each year shall be suspended from the membership roster, and will lose membership privileges as outlined in Section 1 until the dues are paid in full.

ARTICLE II- MEETINGS

Section 1

The annual meeting of the RLA shall be held during the month of May each year.

Section 2 - Special Meetings

The chairperson of the Board of Directors may at any time, and shall upon written request of 20% or more of the members in good standing, call a special meeting of the membership. Ten (10) days written notice of the special meeting shall be sent to each member advising him/her of the time and place of the special meeting, and the specific reason for the special meeting.

Section 3 - Meeting of Members

A written or printed notice of every meeting of the Association, stating the day, hour and place thereof, shall be given by the chairperson or secretary to each member by leaving such notice with him/her, or at his/her residence or usual place of business, or by mailing it to him/her at his/her last known post office or e-mail address, at least 10 days before such meeting

Section 4 - Place of Meeting

All meetings of members shall be within the town of Ridgefield, or at such place as shall be designated in the notice of meeting.

Section 5- Voting

At all meetings of the members, all questions shall be determined by a majority vote of the members present in person or by written and signed proxy. The names of the members present and represented by proxy shall be entered in the minutes of the meeting. Each membership shall be entitled to only one vote.

Section 6- Order of Business

The order of business at all meetings of the members shall be as follows:

1. Call to order
2. Presentation of agenda
3. Presentation of minutes of previous meeting
4. Reports of Committees
5. Reports of Board of Directors
6. Communications
7. Unfinished business
8. New Business
9. Announcements
10. Adjournment

Section 7 - Rules of Order

Recognized parliamentary rules (Roberts Rules of Order) will govern procedure in the meetings and the chairperson shall enforce the time. Debate of any particular subject shall be limited when approved by the majority of those present at the Meeting

ARTICLE III- BOARD OF DIRECTORS

Section 1- Management

The affairs and business of this corporation shall be managed by the Board of Directors, who must be members in good standing, except that no two members of the board may reside in the same household, be married to each other or be parent/child or any other marital or blood relation. There shall be nine (9) directors on the Board, each serving a term of three (3) years. Initially, three (3) members will be elected for a one (1) year term, three (3) members will be elected for a two (2) year term, and three (3) members will be elected for a three (3) year term.

Section 2 - Election

At a scheduled Board Meeting any vacancies which occurred during the year will be filled by candidates receiving a plurality of the votes cast. These new Directors shall fill the balance of an existing vacancy. Candidates to be chosen for new three (3) year terms shall be elected by the members present at an Annual Meeting.

Section 3 - Duties

The Board of Directors shall have the control and general management of the affairs and business of the Association. Such Directors shall in all cases act as a Board regularly convened, and they may adopt such rules and regulations for the management of the Association as they deem proper, and not inconsistent with these By-Laws.

Section 4 - Officers

The Board of Directors, by the affirmative votes of a majority of the sitting Board, shall elect a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer from among their number to hold office for 3 years. The membership shall hold the Board of Directors harmless and shall indemnify them regarding any action which may be brought against the Board while in the performance of the business of the RLA. The Board of Directors shall convene meetings as deemed appropriate in the furtherance of the Association business.

Section 5- Notice of the Board Meetings

Notice of meetings shall be given in writing by mail, or e-mail, to the Directors at their last known address, at least 10 days before the date designated for such meeting, setting forth the time and place thereof. Any meeting at which all of the Directors are present shall be a valid meeting without requiring written notice or designation where the same shall be held.

Section 6 - Special Meetings

A special meeting of the Board of Directors may be called by the Chairperson or Vice-Chairperson or at the written request of any 5 Directors. Notice of such meeting shall be given either verbally to the Directors at least 24 hours prior to the date of meeting, or at least 48 hours, if given by mail or e-mail.

Section 7- Quorum

Five Directors shall constitute a quorum of the Board. A lesser number may adjourn the meeting to some future time and not more than seven days later, within the Town of Ridgefield.

Section 8 - Disbursement of Funds

The Board of Directors shall, in the conduct of the affairs of the RLA, disburse only such sums as needed for the maintenance of Rainbow Lake, as set forth in Article 1, Section 1, in a usable condition, provided, however, that the necessary funds are in hand. No sums are to be spent in excess of 20% over the approved budget without approval of the Ridgefield Lakes Association membership. No capital expenditure in excess of \$2,000.00 for any one item shall be made without prior approval by the membership.

Section 9 - Committees

There shall be no standing sub-committees. Committees to advise the Board or provide governance of sub-functions of the RLA shall be constituted on an as-needed basis by the Board.

Section 10 - Voting

Each Director is to have one vote.

Section 11 - Vacancies

Vacancies of the Board occurring between the annual meetings shall be filled for the unexpired portion of the term by a meeting of the Board of Directors specially called for that purpose.

Section 12- Removal

One or more of the Directors may be removed at any time, at a special meeting called for that purpose, by a two-thirds vote of the sitting Board.

Section 13 - Budget

The Board of Directors shall submit to the membership at each annual meeting a proposed budget for the ensuing year, setting forth in detail the estimated income and estimated expenditures, and the nature thereof

Section 14 – Reserve Fund (Lake Improvement Fund)

In addition, a separate reserve fund shall be maintained for emergencies, improvements, and capital expenditures. The fund may be spent at the discretion of the Board of Directors, with a two-thirds vote of the Board. Budget items approved at the annual meeting require no further approval.

Section 15-Fund Management

All funds of the Association shall be deposited or invested as recommended by the Treasurer, and all withdrawals shall be signed by either the Chairperson, Vice-Chairperson, Treasurer or Secretary.

Section 16 - Reports

The Board of Directors shall make a complete and detailed report to the members at each annual meeting as to the financial condition of the Association. The fiscal year of the Association shall end on the 31st day of December each year.

ARTICLE IV–OFFICERS

Section 1

The officers shall be elected from within a Board of nine (9) Directors.

Section 2

The Chairperson shall preside at all meetings of the Association and at all meetings of the Board of Directors. He/she shall have the right to appoint committees and shall make an annual report of the activities of the Board of Directors at the annual meeting in each year or at such other times as may be necessary. He/she shall have the right to sign checks of the Association for the withdrawal of money in the event the Vice-Chairperson, Treasurer or Secretary is not available or is incapacitated for that purpose.

Section 3

The Vice-Chairperson shall perform the duties of the Chairperson in the latter's absence.

Section 4

The Secretary shall have the custody of, and be responsible for proper recording of minutes of regular, special, and Board of Directors' meetings. The Secretary shall have custody of, and be responsible for all correspondence, reports, petitions, books and records of the Association. The secretary shall have responsibility for maintenance of a database of eligible members, their membership status and contact information.

Section 5

The Treasurer shall have custody of all funds and shall maintain same in an institution designated by the Board of Directors. The Treasurer shall disburse only such funds as may be ordered by the Board of Directors. It shall be the duty of the Treasurer to keep an accounting of all monies received and disbursed. The Treasurer shall also maintain and keep up to date a complete roster of all members, including addresses and telephone numbers.

ARTICLE V- DUES

Section 1

The membership dues to be paid by the members shall be based on the budgetary needs of the RLA as determined by the Board of Directors.

ARTICLE VI-AMENDMENTS

Section 1

These By-Laws may be altered, amended, repealed or added to at an annual meeting, or at a special meeting called for that purpose, by an affirmative vote of two-thirds majority of the members who are present, or who have voted prior to the meeting by written proxy or e-mail. Written notice shall have been sent to each member, which notice shall state the alterations, amendments or changes which are proposed to be made in such By-Laws. Only such changes as have been specified in the notice shall be made.

ARTICLE VII-MEMBERSHIP

Section 1

Subject to timely payment of Ridgefield Lakes Association (RLA) annual dues, membership shall be available to persons and members of their immediate families who: 1) own or rent property at Rainbow Lake within the boundaries shown on RLA map 1993, including properties on either side of the boundary roads, or 2) own property outside the boundaries but have deeded lake rights to Rainbow Lake (Lake 1 as shown on Map1 dated October, 1934 – Town of Ridgefield map #335), or 3) qualify for a Non-resident Membership in accordance with the rules for Non-resident Membership below. Membership shall entitle the members to the use of all facilities

owned and maintained by the RLA, including, but not limited to beaches, rafts, docks, and any other facilities that may become available in future.

Households within the RLTD boundaries that are in good standing with the RLTD shall automatically be considered members of the RLA.

The rules governing Non-resident Memberships (NRM) are as follows:

- a) Non-resident membership (NRM) must be applied for in writing to the Board (c/o the Board chair).
- b) Those who apply for NRM must apply in writing, be sponsored by a member in good standing, and their acceptance must be ratified by a majority vote of the Board.
- c) The residence/location requirements and the number of NRM members to be allowed will be determined by the Board.
- d) Non-resident members will not be eligible to serve on the RLA Board.
- e) A NRM may be discontinued, without stated cause, by a two-thirds majority vote of the Board.
- f) Non-resident members will be limited to the storing of one boat only. The boat will clearly display the RLA numbered decal and will be kept only in RLA approved locations.
- g) Non-resident members will not be allowed to build or float any dock.
- h) NRM dues will be set by the Board at approximately 150 percent of the General Membership Fee.
- i) The NRM program may be discontinued by a majority vote of the Board.

Section 2

Membership in the RLA is on an annual basis. New residents purchasing property from RLA members automatically become members for the remainder of the fiscal year in which the transfer occurs. The new resident is then eligible to maintain membership as stated in Section 1.

Section 3

Dues are payable annually, any member whose dues remain unpaid shall be suspended from the membership roster, and will lose membership privileges as outlined in Section 1 until the dues are paid in full.

Section 4

The RLTD will assume responsibility for all written and email communication on behalf of the RLA. The RLTD will maintain and make available to the RLA on request databases of addresses

ARTICLE VIII- MEETINGS

Section 1

The annual meeting of the RLA shall be held during the month of May each year. The RLTD will assume responsibility for providing notice of the annual meeting.

Section 2 - Special Meetings

The chairperson of the Board of Directors may at any time, and shall upon written request of 20% or more of the members in good standing, call a special meeting of the membership. Ten (10) days written notice of the special meeting shall be sent to each member advising him/her of the time and place of the special meeting, and the specific reason for the special meeting. The RLTD will assume responsibility for providing notice of such meetings.

Section 3 - Meeting of Members

A written or printed notice of every meeting of the Association, stating the day, hour and place thereof, shall be given by the chairperson or secretary to each member by leaving such notice with him/her, or at his/her residence or usual place of business, or by mailing it to him/her at his/her last known post office or e-mail address, at least 10 days before such meeting. The RLTD will assume responsibility for providing notice of such meetings.

Section 4 - Place of Meeting

All meetings of members shall be within the town of Ridgefield, or at such place as shall be designated in the notice of meeting.

Section 5- Voting

At all meetings of the members, all questions shall be determined by a majority vote of the members present in person or by written and signed proxy. The names of the members present and represented by proxy shall be entered in the minutes of the meeting. Each membership shall be entitled to only one vote.

Section 6- Order of Business

The order of business at all meetings of the members shall be as follows:

1. Call to order
2. Presentation of agenda
3. Presentation of minutes of previous meeting
4. Reports of Committees
5. Reports of Board of Directors
6. Communications
7. Unfinished business
8. New Business
9. Announcements
10. Adjournment

Section 7 - Rules of Order

Recognized parliamentary rules (Roberts Rules of Order) will govern procedure in the

meetings and the chairperson shall enforce the time. Debate of any particular subject shall be limited when approved by the majority of those present at the Meeting.

ARTICLE IX- BOARD OF DIRECTORS

Section 1- Management

The affairs and business of this corporation shall be managed by the Board of Directors, who must be members in good standing, except that no two members of the board may reside in the same household, be married to each other or be parent/child or any other marital or blood relation. There shall be five (5) directors on the Board, each serving a term of three (3) years. No more than two (2) Directors of the RLA may also serve on the board of the RLTD.

Section 2 - Election

At a scheduled Board Meeting any vacancies which occurred during the year will be filled by candidates receiving a plurality of the votes cast. These new Directors shall fill the balance of an existing vacancy. Candidates to be chosen for new three (3) year terms shall be elected by the members present at an Annual Meeting.

Section 3 - Duties

The Board of Directors shall have the control and general management of the affairs and business of the Association. The Board of Directors will ensure close collaboration between the RLA and RLTD. Such Directors shall in all cases act as a Board regularly convened, and they may adopt such rules and regulations for the management of the Association as they deem proper, and not inconsistent with these By-Laws.

Section 4 - Officers

The Board of Directors, by the affirmative votes of a majority of the sitting Board, shall elect a Chairperson, a Secretary and a Treasurer from among their number to hold office for three (3) years. The membership shall hold the Board of Directors harmless and shall indemnify them regarding any action that may be brought against the Board while in the performance of the business of the RLA. The Board of Directors shall convene meetings as deemed appropriate in the furtherance of the Association business.

Section 5- Notice of the Board Meetings

Notice of meetings shall be given in writing by mail, or e-mail, to the Directors at their last known address, at least ten (10) days before the date designated for such meeting, setting forth the time and place thereof. Any meeting at which all of the Directors are present shall be a valid meeting without requiring written notice or designation where the same shall be held.

Section 6 - Special Meetings

A special meeting of the Board of Directors may be called by the Chairperson or at the written request of any three (3) Directors. Notice of such meeting shall be given either verbally to the Directors at least 24 hours prior to the date of meeting, or at least 48 hours, if given by mail or e-mail.

Section 7- Quorum

Three Directors shall constitute a quorum of the Board. A lesser number may adjourn the meeting to some future time and not more than seven days later, within the Town of Ridgefield.

Section 8 - Disbursement of Funds

The Board of Directors shall, in the conduct of the affairs of the RLA, disburse only such sums consistent with the mandate of the RLA and its relationship to the RLTD. provided, however, that the necessary funds are in hand. No sums are to be spent in excess of 20% over the approved budget without approval of the Ridgefield Lakes Association membership. No capital expenditure in excess of \$2,000.00 for any one item shall be made without prior approval by the membership.

Section 9 - Committees

No standing sub-committees of the RLA will be formed.

Section 10 - Voting

Each Director is to have one vote.

Section 11 - Vacancies

Vacancies of the Board occurring between the annual meetings shall be filled for the unexpired portion of the term by a meeting of the Board of Directors specially called for that purpose.

Section 12- Removal

One or more of the Directors may be removed at any time, at a special meeting called for that purpose, by a three-fifths vote of the sitting Board.

Section 13 - Budget

The Board of Directors shall submit to the membership at each annual meeting a proposed budget for the ensuing year, setting forth in detail the estimated income and estimated expenditures, and the nature thereof.

Following approval of the RLA Budget the Board of Directors will communicate to the RLTD the financial obligations of the RLA to the RLTD. The RLTD will be responsible for payment of RLA expenses including, but not limited to: property taxes, any required liability insurance, D&O insurance, mailing expenses, bank charges, and meeting costs.

Section 14 – Reserve Fund (Lake Improvement Fund)

In addition, a separate reserve fund shall be maintained for emergencies, improvements, and capital expenditures. The fund may be spent at the discretion of the Board of Directors, with a three-fifths vote of the Board. Budget items approved at the annual meeting require no further approval. Since responsibility for emergencies, improvements, and capital expenditures in relation to the Lake lies with the RLTD, the RLA may at its discretion, transfer funds to the RLTD.

Section 15-Fund Management

All funds of the Association shall be deposited or invested as recommended by the Treasurer, and all withdrawals shall be signed by either the Chairperson, Treasurer or Secretary.

Section 16 - Reports

The Board of Directors shall make a complete and detailed report to the members at each annual meeting as to the financial condition of the Association. The fiscal year of the Association shall end on the 31st day of December each year.

ARTICLE X–OFFICERS

Section 1

The officers shall be elected from within a Board of five (5) Directors.

Section 2

The Chairperson shall preside at all meetings of the Association and at all meetings of the Board of Directors. He/she shall have the right to appoint committees and shall make an annual report of the activities of the Board of Directors at the annual meeting in each year or at such other times as may be necessary. He/she shall have the right to sign checks of the Association for the withdrawal of money in the event the Treasurer or Secretary is not available or is incapacitated for that purpose.

Section 3

The Secretary shall have the custody of, and be responsible for proper recording of minutes of regular, special, and Board of Directors' meetings. The Secretary shall have custody of, and be responsible for all correspondence, reports, petitions, books and records of the Association. The secretary shall have responsibility for maintenance, or access through the RLTD, to a database of eligible members, their membership status and contact information.

Section 4

The Treasurer shall have custody of all funds and shall maintain same in an institution designated by the Board of Directors. The Treasurer shall disburse only such funds as may be ordered by the Board of Directors. It shall be the duty of the Treasurer to keep an accounting of all monies received and disbursed. The Treasurer shall also maintain and keep

up to date a complete roster of all members, including addresses and telephone numbers. The Treasurer shall perform the duties of the Chairperson in the Chairperson's absence.

ARTICLE XI- DUES

Section I

The membership dues to be paid by the members shall be based on the budgetary needs of the RLA as determined by the Board of Directors.

ARTICLE XII-AMENDMENTS

Section I

These by-laws may be altered, amended, repealed or added to at an annual meeting, or at a special meeting called for that purpose, by an affirmative vote of two-thirds majority of the members who are present, or who have voted prior to the meeting by written proxy or e-mail. Written notice shall have been sent to each member, which notice shall state the alterations, amendments or changes which are proposed to be made in such by- laws. Only such changes as have been specified in the notice shall be made.