

BY-LAWS
NORTH STAMFORD ASSOCIATION, INC.
Revised December 18, 2004

ARTICLE I
NAMES AND PURPOSES

Section 1—Name. The name of the Corporation shall be **NORTH STAMFORD ASSOCIATION, INC.** [hereinafter called the “Association”].

Section 2—Purposes, Mission and Powers. The purposes of the Association are to protect, preserve and enhance the quality of life in North Stamford, identified as all areas north of the Merritt Parkway and within the limits of the City of Stamford. The mission of the Association shall include, but not be limited to:

- seeking to ensure a fair share of City services commensurate with the taxes paid for North Stamford;
- protecting the integrity and seeking to ensure the appropriateness of land use regulations and decisions, including, but not limited to, the regulations and decisions of the planning, zoning, zoning appeals and environmental protection boards of the City of Stamford;
- encouraging the enhancement of the quality and availability of educational opportunities in North Stamford;
- promoting communication among the residents of North Stamford;
- maintaining the natural beauty of North Stamford; and
- advocating the need to preserve, protect and defend the natural resources and environment within North Stamford and its surrounding communities.

The Association shall engage in any act and/or activity and/or refrain therefrom provided same may reasonably be deemed to be in the furtherance of the purposes and/or mission set forth above and, in connection therewith, the Association shall have all powers, rights and privileges which a corporation organized under the Connecticut Revised Nonstock Corporation Act may now or subsequently have. Notwithstanding any provision in this Section 2 to the contrary, the Association is organized exclusively for the promotion of the social welfare of the residents of North Stamford; programs conducted by the Association shall be without regard to race, creed, national origin, religion, sex or physical limitations; no substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation; the Association shall not contribute to, endorse any candidate for or otherwise participate in any political campaign on behalf of a particular candidate or party and the Association shall not carry on activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c) (4) of the Internal Revenue Code of 1986, or the corresponding Section of any future federal tax code.

ARTICLE II
MEMBERSHIP

Section 1—Membership. There shall be one class of membership open to every “Eligible Family”. “Eligible Family” shall be limited as follows: [i] include one or more persons who are residents or owners, permanently or seasonally, of a single family residence or other legal accommodation or land holding within an area north of the Merritt Parkway and within the limits of the City of Stamford; and, [ii] include only such person[s] who has [have] reached the age of twenty-one [21] years and who subscribe[s] to the purposes and mission of the Association. Provided further that in each instance where an “Eligible Family” includes more than a single person, all such persons shall have been listed on the membership application and the determination that such persons constitute a single family shall be consistent with the definition of “single family” under the Zoning Regulations of the City of Stamford or, if more restrictive, under any covenant or restriction affecting such single family residence or other legal accommodation. Nothing shall require all or any number of persons within a single family residence or other legal accommodation to be a part of an “Eligible Family”; or prevent any single person from being considered alone as an “Eligible Family” for a membership or more than one “Eligible Family” within a single family residence or other legal accommodation, provided in each instance there is no violation of Zoning Regulations or any more restrictive covenant or restriction, if applicable.

Section 2—Vote. Each “Eligible Family” shall, upon admission to the Association, be deemed to be a single member, entitled to a single vote. Whenever a member includes more than one person [subject to the listing requirements above], if such persons cannot agree upon the exercise of their right to vote, whether under the By-Laws or otherwise, each person shall have a fractional vote with the fraction being determined as follows:

the numerator shall equal 1; and

the denominator shall equal the total number of persons rightfully claiming to have a fractional interest in such membership.

Any person with a fractional interest in a membership may permit any other person[s] with a fractional interest in such membership, to vote their fractional interest by furnishing such other person[s] with a proxy. In the absence of any person with a fractional interest in a membership or a proxy therefor, a vote cast by any person with a fractional interest in such membership shall be held to be the valid proxy of all absent person[s] with a fractional interest in such membership, unless challenged at the time the vote is cast. The foregoing conventions shall apply similarly to any determination of quorum, the execution of any petition, the calling of any special meeting of members, voting and in all other matters. For the purpose of voting in the annual election of the Board of Directors or otherwise, only members who have fully paid their dues shall be entitled to vote. In the event of any dispute on any matter related to voting, the decision of the inspector of elections shall be final and binding. An inspector of elections shall be designated by the Board of Directors for every vote among members.

Section 3—Application. Any “Eligible Family” as previously defined, interested in becoming a member of the Association shall submit a written and signed application, on a form approved by the Board of Directors, together with a payment for the annual dues, without proration, to the Secretary of the Association. Such application shall include the full names and signatures of each person entitled to a fractional interest within such membership and such other information as the Board of Directors shall deem appropriate.

Section 4—Duration. Membership shall be for a term of twelve months coinciding with the calendar year. Membership shall continue each year thereafter provided such member is in compliance with all of the foregoing membership requirements and dues have been paid in a timely manner.

Section 5—Termination of Membership. The Board of Directors, by affirmative vote of two-thirds [2/3] of all of the members of the Board, may suspend or expel a member for cause, after an appropriate hearing; and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues.

Section 6—Resignation. Any member may resign by filing a written resignation with the Secretary. Any resignation signed by less than all person[s] constituting such member shall be deemed to be a resignation only as to the person[s] signing such resignation and the fractional interest to which any other person[s] may be entitled, shall be adjusted accordingly.

Section 7—Reinstatement. On written request signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of two-thirds [2/3] of the members of the Board, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

ARTICLE III

CONDUCT OF THE ASSOCIATION’S AFFAIRS AND MEETINGS

Section 1—Annual Meeting. The Annual Meeting of the Association shall be held on the third Wednesday of May of each year, or on such other date as the Board of Directors shall determine, at such hour and place within the City of Stamford, in the State of Connecticut, as the Board of Directors shall designate. The annual meeting shall be a forum for the discussion of the programs and priorities of the

Association. At such meeting the members of the Association shall elect a Board of Directors in accordance with the provisions of these By-Laws, who shall then constitute the overall policy making body of the Association, conduct the affairs of the Association and have all powers provided by the Connecticut Revised Nonstock Corporation Act. The financial statement of the Association for the year last ended shall also be presented and approved in addition to such other business as shall properly come before the meeting. Directors shall assume office immediately upon their election.

Section 2—Nominations and Elections. Each year the Board of Directors shall appoint a nominating committee consisting of five [5] persons of which no more than three [3] shall be current members of the Board of Directors. The committee shall appoint one member to convene the committee, which shall elect its own chair. The committee shall inform itself of a board member's responsibilities and shall solicit widely among the membership of the Association for suggestions for nominees. The committee shall make nominations for expiring elective positions on the Board. At least forty five [45] days in advance of the annual meeting the committee shall communicate to the Association's members in good standing as of December 31 of the prior year, its slate of nominees for Board positions and the procedures for nomination by petition.

Section 3—Petitions. Additional nominations for the Board of Directors may be made by petitions signed by at least fifty [50] members of the Association in good standing and submitted no less than twenty [20] days prior to the date of the Annual Meeting. Persons nominated by the petition shall be so designated on the ballot.

Section 4—Special Meetings. Special Meetings of the Association may be called at any time by the President, a majority of the Board of Directors, or by the Secretary upon request in writing by twenty [20] members in good standing of the Association. No business shall be transacted at any Special Meeting; however, unless the purpose of the meeting shall have been specified in the notice of such meeting

Section 5—Notices of Meetings. Written notices of each Annual Meeting, stating the place, day and hours of the meeting, shall be sent by mail to each member at their last known address as it appears in the records of the Association not less than twenty-one [21] days nor more than seventy-five [75] days prior to the date of the meeting. In the case of a Special Meeting, written notice shall be sent in a similar manner not less than ten [10] days nor more than thirty [30] days prior to the date of such meeting.

Section 6—Quorum. Unless otherwise specifically required by law, at all meetings of the Association, a quorum of the Association shall be the lesser of three percent [3%] of the Association membership or fifty [50] members in good standing at the time of the meeting. Members attending the meeting or represented by proxy shall be considered in the determination of a quorum.

Section 7—Voting. At every meeting of the Association, each member of the Association whose dues have been paid during the current calendar year shall be entitled to vote, in the manner provided in these By-Laws, and unless otherwise specifically required by law, the vote of a majority at any meeting during which quorum is achieved shall decide any matter properly before the membership. Once quorum has been achieved, such meeting and any vote thereat shall be valid, notwithstanding any diminution in the number of members present, whether in person or by proxy.

ARTICLE IV DIRECTORS

Section 1—Management. The entire management and direction of the affairs of the Association shall be vested in a Board of Directors.

Section 2—Number, Eligibility, Tenure, Staggered Board and Election. The number of Directors shall be fifteen [15]. Each Director shall be a member or be entitled to a fractional interest therein, with dues fully paid and otherwise in good standing. All Directors shall serve three [3] years or until their successor is duly elected and qualified, unless elected as successor to fill a vacancy, in which case, such Director shall serve the lesser remaining term of his predecessor. No more than one-third [1/3] of the

Board shall be up for election to a full three-year term at any Annual Meeting. Each Director shall be elected by a majority of the votes cast at the Annual Meeting of the Association [or at a special meeting called for such purpose].

Section 3—Vacancies. In the event that any Director shall, by reason of death, resignation, incapacity to act or otherwise, cease to be a member of the Board of Directors during his or her term, his or her successor may be chosen by a majority vote of the Directors present at any meeting of the Board of Directors. Such successor Director shall hold office for the remainder of the term to which his or her predecessor was elected.

Section 4—Meeting Place. All meetings of the Board of Directors shall be held at such time and place as the President shall, from time to time, order or direct.

Section 5—Quorum. A majority of the Board of Directors shall be a quorum thereof for the transaction of business and the action of a majority of the Directors present at a meeting at which a quorum is present, shall for all purposes, be the action of the Board of Directors. If at any meeting of the Board of Directors there shall be less than a quorum present or if for any other reason any acts or proceedings are taken at a meeting of the Board of Directors which has not been validly called or held, the action taken at such meeting may, so far as permitted by law, be validated and made fully effective by: [a] ratification at a subsequent meeting of the Board of Directors which is legally and validly called and held and at which a quorum is present; or, [b] a signed approval at the end of the minutes of such meeting by a number of Directors, which together with the number of Directors present at the meeting, is sufficient to constitute a quorum.

Section 6—Meeting. The Board of Directors shall meet within fifteen [15] days after the Annual Meeting of the Association for the purpose of electing the officers of the Board, planning activities, organizing committees for the ensuing year and for such other small business as may come before the meeting.

Section 7—Special Meeting. Special Meetings of the Board of Directors shall be held at any time or place upon the call of the President or by the Secretary, upon receipt of the written request of three [3] members of the Board of Directors. Written notice of the time and place of such meeting shall be given at least forty-eight [48] hours prior to the meeting. Such notice may be waived by written waiver signed by all the members of the Board of Directors or by such members as fail to receive notice thereof.

Section 8—Committees. The Board of Directors may provide for the establishment of such committees as it shall deem proper and may from time to time delegate to such committees such duties and powers not inconsistent with these By-Laws as it shall deem necessary or appropriate. Association members in good standing and who are not members of the Board of Directors may be appointed to such committees. All committee chairs and members, except the Nominating Committee, shall be appointed by the President subject to the approval of the Board of Directors. Directors and officers shall be ex-officio members all committees, except the Nominating Committee, but without the power to vote [except in the committees to which they have been specifically appointed].

Section 9—Removals. The Board of Directors shall have full power at any time by a vote of three-fourths [3/4] of the Board to remove any officer of the Association or any member of the Board of Directors for violation of duty. Board members who fail to attend three consecutive Board meetings may be removed by a vote of three-fourths [3/4] of the Board after due consideration of the cause.

Section 10—Liability. Members of the Board of Directors and Officers [or other Members of the Association when acting on behalf of the Board of Directors or Officers], when such Directors, Officers or Members shall have acted in good faith, shall have no personal liability with respect to any contract or action authorized by the Board of Directors on behalf of the Association and shall have such additional, indemnity[ies], exculpation[s] and protection[s] as may be provided in the Certificate of Incorporation or under the Connecticut Revised Nonstock Corporation Act.

Section 11—Insurance. The Association shall maintain in force such insurance policies as are necessary to indemnify such Directors, Officers and Members from liability with respect to any contract or action authorized by the Board of Directors on behalf of the Association.

Section 12—Conflict of Interest. Any Board Member or Officer shall excuse themselves and not participate in debate or voting with regard to an issue or an action whenever such situation presents a real or apparent conflict of interest for said Board Member or Officer.

ARTICLE V OFFICERS

Section 1—Election and Titles. Except as otherwise specifically provided in these By-Laws, the officers shall be elected by the Board of Directors from their number for a one [1] year term or until their respective successors have been duly elected and qualified; and, shall be the President, Vice President, Treasurer and Secretary. The Board may also appoint such other officers with such titles it may deem expedient. Officers so elected shall take office immediately upon their election.

Section 2—Executive Committee. The Executive Committee shall be composed of the President, Vice President, Treasurer, Secretary and no fewer than two [2] additional members of the Board. The Executive Committee shall meet prior to each Board of Directors Meeting to set the agenda, view committee reports and assist the President in bringing important issues to the attention of the Board of Directors.

Section 3—The President. The President shall be the principal executive officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of Association and of the Board of Directors and shall perform such other duties as from time to time may arise.

Section 4—The Vice President. In the absence of the President, or in the event of the inability or refusal of the President to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall perform other duties as from time to time may be assigned to him by the President or the Board of Directors.

Section 5—The Secretary. The Secretary shall keep the minutes of the meetings of the Association and of the Board of Directors and shall keep and preserve all records of the Association, see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; keep a register of the membership of the Association with the addresses of each member; and, in general, perform all duties incident to the office of Secretary and to such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 6—The Treasurer. The Treasurer shall keep and have custody of all books, records and personal property of the Association; collect all dues and monies due the Association from whatever sources and deposit same in a bank or banks in the name of the Association and notify the Board of Directors of the bank or banks which have been selected; shall pay all debts of the Association subject to the approval of the Board of Directors; shall sign all checks and/or drafts upon the funds of the Association wherever the same shall be deposited and no depository of funds of the Association shall be required to inquire as to his/her power to do so, but may honor the same without the necessity of ascertaining whether the payment has been approved by the Board of Directors. The Treasurer shall, with the President, also sign all deeds, leases and other instruments required to be under the seal of the Association. The Treasurer shall prepare the annual operating budget, present a financial report at each meeting of the Board of Directors and present an end of fiscal year report at the Annual Meeting of the Association.

Section 7—Vacancies. Whenever any vacancy shall occur in any office of the Association, by reason of death, resignation, incapacity or otherwise, the vacancy may be filled by the Board of Directors for the balance of the year until the next Annual Meeting.

Section 8—Prohibition on Directors and Officers. No Director or Officer of the Association shall receive, directly or indirectly, any salary, compensation, remuneration or emolument from the Association in any capacity.

Section 9—Appointed Officers. In order to provide uninterrupted support for two key officers, the President shall appoint an Assistant Treasurer and an Assistant Secretary to act on behalf of the Treasurer and Secretary when either is unable to attend a Board of Directors meeting, to perform the duties of these offices regarding the taking of minutes and presentation of monthly financial statements at such meetings and other duties as may be delegated to them by the Treasurer and Secretary. The Assistant Treasurer and Assistant Secretary shall serve for a term of office to coincide with that of the President. These appointments shall require the approval of a majority of the Board of Directors, and once so approved, if they are not currently elected members of the Board of Directors, the Assistant Treasurer and Assistant Secretary may attend all meetings of the Board of Directors, ex officio. The Assistant Treasurer or Assistant Secretary may be removed from office at any time by request of the President and a majority vote of Board of Directors.

ARTICLE VI DUES, CONTRIBUTIONS AND OTHER INCOME

Section 1—Annual Dues. The Board of Directors shall determine, from time to time, the amount of initiation fee, if any, and annual dues payable to the Association by the members, and shall give appropriate notice to the members.

Section 2—Payment of Dues. Dues shall be payable in advance on the first day of December in each year for membership during the next calendar year. Dues of a new member shall be payable at the time of application; without proration.

Section 3—Default and Termination of Membership. When any member is in default for the payment of dues for a period of ninety [90] days from the date such dues become payable, such membership shall thereupon be deemed terminated.

Section 4—Use of Dues, Contributions and Other Income. No part of the dues, contributions or other income of the Association shall enure to the benefit of, or be distributed to, its members, directors, officers or other individuals, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in ARTICLE I.

ARTICLE VII CONTRIBUTIONS

The Board of Directors is authorized to accept gifts, legacies or other contributions to the Association. Such gifts, legacies or other contributions may be accepted upon any terms or conditions and for such special uses as the donor or testator thereof shall prescribe and as shall be acceptable by the Board of Directors provided same is consistent with the provisions of the Certificate of Incorporation, as same may have been or may hereafter be amended and/or restated and these By-Laws. When so acceptable, the Board of Directors is authorized to cause the execution and delivery of any agreement or other document which shall be necessary or desirable in connection with the acceptance of any such gift, legacy or other contribution. Unless the terms and conditions or special uses of such funds are prescribed by the donor or by such written agreement, the funds shall be administered as the Board of Directors of the Association shall deem expedient; and, unless otherwise provided, both the principal and income of such funds may be utilized and expended.

ARTICLE VIII MISCELLANEOUS

Section 1—Agreements. Agreements executed for or on behalf of the Association shall be signed by the President and Treasurer or by such other officer or officers, person or persons as the Board of Directors may from time to time designate.

Section 2—Accounting Period. The fiscal year for this Association shall be each successive 12-month period beginning on the 1st day of May and ending on the 30th day of April.

Section 3—Interpretation. Any questions as to the interpretation of these By-Laws shall be resolved by the Board of Directors.

Section 4—Successors of the Incorporators. The associates and successors of the incorporator of the Association shall be the then living, active and contributing members of the Association at the time the determination of such associates and successors of the Incorporators of the Association shall be required for any purpose.

Section 5—Audit Committee. The President shall appoint an Audit Committee composed of one member of the Association who is not a member of the Board, who shall serve as chairperson of the Committee, and two members of the Board of Directors who are neither officers, nor Directors engaged in management of membership or financial records. The responsibility of the Audit Committee shall be to annually review and reconcile the Association's bank account records, Treasurer's reports and membership files. The Audit Committee shall then submit a report on the status of the reconciliation of these records no less than thirty [30] days after the end of the fiscal year.

Section 6—Rules of Order. All meetings of the Association and of the Board of Directors shall be conducted in accordance with Roberts Rules of Order, as amended, except as specified otherwise in these By-Laws.

ARTICLE IX DEDICATION OF ASSETS AND DISSOLUTION

The assets of the Association are irrevocably and permanently dedicated to the purposes set forth in ARTICLE I. The Association may be dissolved at any time by the consent of not less than two-thirds [2/3] vote of the members in good standing, unless a greater vote requirement is absolutely imposed by law. After payment of the debts and liabilities of the Association, the remaining assets shall be distributed to or for the use of a non-profit, tax exempt corporation or foundation organized to accomplish exempt purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, or the corresponding Section of any future federal tax code and similar to the purposes set forth in ARTICLE I. The Board of Directors shall authorize and empower one or more officers of the Association to convey, transfer and deliver whatever property and assets the Association has at the time of dissolution. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county of the judicial district in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, that are organized and operated exclusively for such purposes.

ARTICLE X AMENDMENTS OF THE BY-LAWS

These By-Laws may be altered, amended or added to by a two-thirds [2/3] vote of the members in good standing of the Association present, or represented by proxy, at any meeting provided that notice of the proposed amendment or alteration with the proposed text thereof shall have been filed in writing with the Secretary not less than sixty [60] days before the date of the Annual Meeting or a Special Meeting called for that purpose. The Secretary shall mail a notice of such proposed amendment or alteration to each

member with the notice of the meeting. The Board of Directors of the Association shall recommend adoption or rejection of any proposed amendments or alterations to these By-Laws.