

BY-LAWS
WEST MOUNTAIN ESTATES HOMEOWNERS ASSOCIATION, INC.

SECTION I: GENERAL

Article 1. Name and Location

(1) The name of the Association is the WEST MOUNTAIN ESTATES HOMEOWNERS ASSOCIATION, INC., and the word Association when used herein shall mean West Mountain Estates Homeowners Association, Inc.

(2) The principal office shall be in the President's domicile, in the Town of Ridgefield, County of Fairfield and State of Connecticut.

Article 2. Purposes and Objectives

(1) The Association is a non-profit organization and its objectives and purposes are:

(a) To aid, encourage and promote the general welfare and interests of the community known as West Mountain Estates; to promote and encourage the friendship and fellowship of its members; to promote, support, improve, maintain and beautify the recreational facilities and the other common areas.

(b) To levy initiation fees, dues and assessments upon its members to provide the funds with which to carry on the purposes and objectives relating thereto, and the protection of its members.

(c) To do any and all other acts consistent with and in furtherance of the purposes and objectives herein declared.

Article 3. Dissolution

(1) The Association may be dissolved at any time by a 2/3 vote of all voting members.

(2) The Executive Board shall conduct such vote as provided above by a mail ballot on the request of petition to the Secretary of 25% of the voting members.

(3) In the event of such dissolution, the Executive Board shall act as agent for the members and dispose of all its physical assets, except the property conveyed to the Association by the developer thereof as appears of record, by public auction, private sale or otherwise and any and all questions relating thereto shall be decided by a majority vote of the Executive Board.

(4) In the event of a dissolution of the Association, the property conveyed to it

by the developer shall be conveyed to such group or organization who agrees to maintain the same as set forth in the deed to the Association. If there is no such organization or group, then this property shall, after making provision for payment of all liabilities, be distributed to a nonprofit organization situated in Ridgefield, Connecticut. This non-profit organization shall be determined by a majority of the voting members.

Article 4. Fiscal

(1) The fiscal year of the Association shall commence on the first day of April and shall expire on the thirty-first day of March of the following year.

(2) At the annual meeting of the Association as hereinafter provided, the Executive Board shall submit a proposed budget for the coming year. Said budget shall be itemized. The voting members present in person or by proxy may reduce the amount of the budget or any item therein, but shall not increase the total proposed budget without levying a special assessment. Transfers within the budget as adopted may be made by a majority vote of the Executive Board, but the total expenditures shall not exceed the total amount appropriated.

(3) In the event that additional funds are needed for any purpose, a special meeting shall be called in accordance with the provisions of Section VI Article 3. If such additional appropriation is approved by a majority of the voting membership in person or by proxy, a special assessment shall be laid.

Article 5. By-Law Amendments and Proxies

(1) Any proposal(s) to alter the by-laws must be presented in writing to the voting membership at least two weeks in advance of a general membership meeting during which the proposal will be acted upon.

(2) The by-laws may be amended by an affirmative 2/3 vote of the voting membership. Proxies shall be used only in the manner specifically provided for in the by-laws.

(3) Proxy voting shall be allowed at all duly convened meetings of the Association. Proxies must be in writing and from a voting member. The proxies must have the name of the person issuing the proxy and the person to whom issued, who must be a voting member, and the specific date to be used.

Article 6. Quorum for General Membership Meetings

In order to begin a general membership meeting of the Association, a quorum

of 60% of the voting membership must be present or represented by proxy.

Changed Nov. 2002: In order to begin a general membership meeting of the Association, a quorum of 51% of the voting membership must be present or represented by proxy.

Article 7. General Voting Requirements for General Membership Meetings

(1) In all matters of business relating to capital expenditures exceeding \$2,500.00, an affirmative vote of 60% of the total voting membership is necessary to pass a motion.

Changed Nov. 2002: (1) In all matters of business relating to capital expenditures exceeding \$2,500.00 an affirmative vote of 51% of the total voting membership is necessary to pass a motion.

(2) In all matters of business not addressed elsewhere in the by-laws, an affirmative vote of the majority of the voting membership is necessary to pass a motion.

SECTION II: MEMBERSHIP

Article 1. Qualifications

(1) Regular Members: The owner (joint owners are considered one owner) of a lot listed on Schedule A and the owner of a lot listed on Schedule B, after a payment of the fee required to obtain full rights and upon application and payment of such fee as may from time to time be established by vote of the membership, shall be a voting member of this Association and shall be entitled to one vote at all meetings, and shall continue to be a voting member as long as he or she is the owner of property in the above subdivisions, is current with payment of fees and complies the by-laws of the Association as adopted or as amended from time to time.

Schedule A (Eligible
Voting Members)

Eleven Levels TC Maps 461 6, 4617, 4618 Lots 1-104 West
Mountain Pines TC Map 6408 Lots 1 -22 except Lots 7 and 10

Schedule B
(Eligible Voting Members after payment of
required fee to obtain deeded rights)

West Mountain Pines TC Map 6408 Lots 7 and 10
Wild Turkey Hill TC Map 7326 Lots 1-12 Minot
TC Map 7154 Lots 1 -3
Termont TC Map 6362 Lots 1-18 except Lots 9 and 10 West
Mountain Road 84 Scott
 118 Consentino
 128 Slavin
 148 Moore

(2) Associate Member: (a) Any person who is a tenant of any owner in good standing of property in West Mountain Estates, including his or her spouse, upon written application and upon payment of such fees as may from time to time be established by vote of the membership, shall be an Associate Member of the Association. Neither the Associate Member nor the owner of the property shall have voting privileges. An Associate Member has the right to otherwise participate in the privileges of the community such as use of the recreational facilities, attendance at social and recreational functions and the receipt of all non-vote related mailings. The owner of the property forfeits his or her right to use the recreational facilities, attendance at social and recreational functions and the receipt of all mailings.

(b) Any person who *is* a voting member who moves, upon written application and upon payment of such fee as may from time to time be established by vote of the membership, may become an Associate Member. Such Associate Member shall have no voting privileges. Continuous yearly payments must be made by the former voting member to maintain Associate Member status, otherwise all membership privileges will be terminated.

Article 2. Application

All applications for membership shall be submitted to the Membership Committee and shall become effective upon approval by the Membership Committee.

Article 3. Termination

(1) Voting membership shall be automatically terminated upon sale of the member's property in West Mountain Estates, conversion to an Associate or Maintenance Membership or expulsion under the pertinent articles of these by-laws.

(2) No person, while a member or upon termination of membership for any cause, is entitled to a return of any monies held by the Association either in full, in the form of initiation fees, due or assessments, or any lawfully raised funds, as all such funds shall be considered as the sole property of the Association.

Article 4. Initiation Fees and Dues

(1) An initiation fee shall be required of all members, joint owners being considered as one, before becoming voting members. The amount shall be determined by a vote of the majority of voting members at the annual meeting.

(2) The voting members shall have the right to levy dues upon themselves in the same manner as used to levy initiation fees.

(3) If a member chooses not to retain voting membership for one or more years, that member shall be required to pay one-half of the then current initiation fee to rejoin even though the member has previously paid an initiation fee on originally joining the Association.

(4) A maintenance/improvement fee, defined as 60% of the annual membership fee, is levied on each non-member. Any unpaid maintenance/improvement fees will be accumulated with interest and attorney's fees and other costs of collection, if necessary. In the event that the affected property is sold, transferred or otherwise conveyed, the broker and, when possible, the prospective buyer will be notified in writing that the fees in arrears must be paid in full prior to admitting the new owner to membership. Payment of the maintenance/improvement fee does not entitle the non-member to any benefits of membership such as voting rights, use of recreational areas or attendance at social or recreational functions.

Article 5. Authority

The membership is the highest governing body of the Association and is vested with the control of the Association, its general management and business affairs. Its decision, whether rendered by ballot or in meetings, shall be the final governing decision of the Association and shall be binding on the Association, the Executive Board, the Officers and the Members. In the event of any dispute arising out of the meaning or intent of these by-laws, the members shall have the power to interpret the said by-laws and that such interpretation shall govern the Association in the conduct of its business and affairs.

SECTION III: OFFICERS AND

COMMITTEES Article 1. Officers

The officers of the Association shall be President, Vice President, Secretary and Treasurer.

Article 2. Standing Committees

(1) The Chairman of each Standing Committee shall be appointed by the President. The Chairman of each Standing Committee shall select members of such committee.

(2) The Standing Committees shall be Membership, Facility, Social, Audit, Legal/By-Laws, Recreation and up to two Members at Large.

(3) The term of the Standing Committee members shall expire at the next election of officers.

(4) The detailed duties of the Standing Committees shall be assigned by the President.

Article 3. Election of Officers

The officers of the Association shall be elected at the annual meeting at such place in the Town of Ridgefield, County of Fairfield and State of Connecticut as may be determined by the President and shall be so specified in a two weeks written notice to the membership. The officers shall be elected by a majority vote of the total membership present or by proxy.

Changed Nov. 2002 (to remove the word "total" in the last sentence):
The officers of the Association shall be elected at the annual meeting at such place in the Town of Ridgefield, County of Fairfield and State of Connecticut as may be determined by the President and shall be so specified in a two weeks written notice to the membership. The officers shall be elected by a majority vote of the membership present or by proxy.

SECTION IV: OFFICERS - ELIGIBILITY. TERM OF OFFICE. DUTIES.

VACANCY

Article 1. President

(1) Eligibility of Office. Any voting member of the Association shall be eligible to hold the office of President of the Association.

(2) Term of Office. The term of office of the President shall start immediately following his or her election as President and shall continue for one year or until a successor has been elected and takes office in accordance with the by-laws.

(3) Jurisdiction and Duties. The President shall be the executive and administrative head of the Association. The President shall supervise the affairs of the Association and see to the discharge of its functions and coordination of its activities. The President shall so act in consultation with and in cooperation with the Executive Board and shall have the assistance of the officers of the Association, the Vice President and such other administrative assistance as shall be provided pursuant to these by-laws. The President shall be charged with carrying out the policies of the membership and shall customarily serve as Chairperson of all meetings of the members and Executive Board. The President may perform such other acts and may discharge such other duties as may be elsewhere provided in these by-laws. The President shall be, ex-officio, a member of all Standing Committees, without privileges.

(4) Vacancy in Office. When the office of President of the Association is vacated for reasons of death or resignation, the Vice President shall immediately be notified and shall become the Acting President of the Association.

Article 2. Vice President

0) Eligibility of Office. The Vice President of the Association shall be a voting member of the Association and shall be elected by a majority vote of the membership at the same time and at the same place as the President of the Association.

(2) Term of Office. The term of office of the Vice President of the Association shall start immediately after his or her election and shall continue for one year or until a successor is elected or until he or she vacates the office for any reason.

(3) Jurisdiction and Duties. The Vice President shall function under the jurisdiction of the President and shall perform such representing and coordinating duties as may be assigned by the President.

(4) Vacancy in Office. When for any reason a vacancy occurs in the office of

the Vice President of the Association, such vacancy shall be filled by the Executive Board within thirty days by appointing any active member in good standing of the Association to serve the unexpired term.

Article 3. Secretary

(1) Eligibility for Office. The Secretary of the Association shall be a voting member of the Association and shall be elected by a majority vote of the membership at the same time and at the same place as the President of the Association.

(2) Term of Office. The term of office of the Secretary of the Association shall start immediately after his or her election and shall continue for one year or until a successor is elected or until he or she vacates the office for any reason, or has been removed or replaced in accordance with the bylaws.

(3) Jurisdiction and Duties. The Secretary shall be held accountable to the President and shall be charged with the keeping of the records of the Association. The Secretary of the Association shall be responsible for keeping the minutes of the Executive Board and membership meetings and shall be the custodian of the Association records. The Secretary shall be responsible for keeping the Association membership up to date at all times and for showing thereon the pertinent information regarding membership.

The Secretary shall exhibit at all reasonable times his or her records to any officer or voting member. Upon the termination of his or her term, the Secretary shall transmit all records to his or her successor.

(4) The President shall have the authority to appoint an Assistant to the Secretary. Such Assistant to the Secretary shall serve the position of the Secretary in the Secretary's absence and assist and aid the Secretary in any performance required.

(5) Vacancy in Office. When for any reason a vacancy occurs in the office of the Secretary of the Association, such vacancy shall be filled by the Executive Board within thirty days by appointing an active member in good standing of the Association to serve the unexpired term.

Article 4. Treasurer

(1) Eligibility for Office. The Treasurer of the Association shall be a voting member of the Association and shall be elected by a majority vote of the membership at the same time and at the same place as the President of the Association.

(2) Term of Office. The term of office of the Treasurer of the Association shall start immediately after his or her election and shall continue for one year or until his or her successor is elected or until he or she vacates the office for any reason or

has been removed or replaced in accordance with the by-laws.

(3) Jurisdiction and Duties. The duties of the Treasurer shall include the general financial and fiscal administration of the organization and affiliated financial matters. The Treasurer shall prepare a suggested budget for submission to the Executive Board. The Treasurer shall collect all dues and assessments, keep records of delinquent members and advise the Secretary if a member is not in good standing. The Treasurer shall cause a thorough financial audit of the books of account of each committee to be presented to the membership at the annual meeting. The Treasurer shall exhibit at all reasonable times the books and accounts to any officer or voting member of the Association.

(4) Vacancy in Office. When, for any reason a vacancy occurs in the office of the Treasurer of the Association, such vacancy shall be filled by the Executive Board within thirty days by appointing a voting member to serve the unexpired term.

SECTION V: EXECUTIVE BOARD

Article 1. Members

The Executive Board shall consist of the Officers of the Association and Chairpeople of the Standing Committees.

Article 2. Meetings

(1) A meeting of the Executive Board may be called either by the President or by 25% of the members of the Executive Board.

(2) In a meeting of the Executive Board, the President shall not have a vote except to break a tie.

Article 3. Powers and Duties

(1) The members of the Executive Board shall attend all membership meetings and shall act in consultation and cooperation with the President in furthering the objectives and policies as determined by the members. It shall make recommendations to the membership and shall be charged with maintaining continuity in the management of the Association and shall act in the capacity of representatives and general trusteeship of the Association business and funds.

(2) In a meeting of the Executive Board, the majority vote of the Board shall govern.

SECTION VI: MEETINGS

Article 1. Annual Meeting

There shall be an annual meeting of the Association membership at such place in the Town of Ridgefield, County of Fairfield and State of Connecticut as may be determined by the President and shall be so specified in a two week written notice to the voting membership.

Article 2. Regular Meetings

(1) There shall be one additional regular meeting of the Association members at such place in the Town of Ridgefield, County of Fairfield and State of Connecticut as may be designated by the President and shall be so specified in a two week written notice to the voting membership.

(2) All meetings of the members of the Association and the Executive Board shall be conducted according to Robert's Rule of Order. Revised.

Article 3. Special Meetings

Special meetings of the Association shall be called by the President upon written requests of at least 25% of the voting membership or upon the direction of the Executive Board. The President, upon notification of such meeting to the membership, shall include in such notice the reason and agenda for such meeting.

SECTION VII: RESIGNATION. SUSPENSION. EXPULSION. REINSTATEMENT

Article 1. Expulsion

(1) The Executive Board, by a majority vote, may prefer charges against any member for any cause, that in the opinion of the majority of the Executive Board may be detrimental or harmful to the welfare of the Association.

(2) Such charges shall be in writing and shall be sent by registered mail, return receipt requested, to the domicile of the member so charged.

(3) The member so charged shall have ten day in which to request a hearing of such charges and such request shall be sent registered mail, return receipt requested (or by telegram) to the President of the Association. In the event that the charged member does not request a hearing, then the Executive Board shall, within thirty

days, make a decision on the case and such decision shall be final and binding.

(4) The President of the Association shall, upon receipt of such request, have ten days in which to set a date for a hearing except in no case shall the hearing be held more than thirty days after receipt by the President of the request for such hearing, except that the hearing may be extended an additional thirty days by an affirmative vote of all the Hearing Board members and of the charged member.

(5) Such hearing shall be heard by a Hearing Board consisting of five members of the Association in good standing: two members of the Board shall be appointed by the President, two members of the Board shall be appointed by the charged member and the fifth member shall be mutually agreed upon by the President of the Association and by the charged member. In the event the President and the charged member are unable to agree upon the fifth member, the Executive Board shall, by a majority vote, appoint the fifth member.

(6) The Association and the charged member shall have the right of counsel.

(7) After the hearing is completed, the members of the Hearing Board shall have thirty days to render a decision. The decision of the Hearing Board shall be submitted to the charged member in writing and such decision shall be final and binding.

Article 2. Loss of Rights

(1) In the event any member is expelled, is suspended or resigns, such member shall lose all rights in and to the activities and benefits of the Association. The expelled member remains responsible for all accrued fees and remains responsible for the maintenance/improvement fees as described above.

(2) In the event any member fails to pay dues or assessments as specified in other sections of these by-laws, and such member has been given notice of the same by the Secretary of the Association, such member shall automatically be suspended for a period of sixty days. If, during this sixty day period, such member pays all delinquent dues or assessments, the suspension shall be lifted forthwith. In the event the delinquent member shall not have paid all dues or assessments within the sixty day period, such member shall automatically lose all rights in the Association and to its benefits, activities and membership.

Article 3. Reinstatement

Any application for reinstatement of membership shall be passed upon in the affirmative by a 3/4 vote of the Executive Board.

SECTION VIII: RECALL OF OFFICERS

Article 1. Recall

The President and any other officer of the Association can be removed from office by affirmative vote by 75% of the voting members of the Association.

SECTION IX: SEAL

The seal of the Association shall be circular in form, having the words "West Mountain Estates Homeowners Association, Inc." around the margin thereof and the words "Incorporated - 1976" in the center.

ATTEST;
November 1997
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