

HAWK MOUNTAIN OWNERS' ASSOCIATION

BY-LAWS

Approved - August 15, 1987
By HMOA Membership at its Annual Membership Meeting

Revised - August 17, 1996
By HMOA Membership at its Annual Membership Meeting

Revised — August 19, 2006
By HMOA Membership at its Annual Membership Meeting

BY-LAWS OF HAWK MOUNTAIN OWNERS' ASSOCIATION
APPROVED BY MEMBERSHIP
AUGUST 21, 1982

AS AMENDED WITH REVISIONS PROPOSED AND APPROVED AT THE
AUGUST 17, 1996, MEMBERSHIP MEETING

ARTICLE I - GENERAL

Section 1. Name: The name of the corporation is Hawk Mountain Owners' Association, Inc., also referred to as the "HMOA" and the "Association" herein.

Section 2. Principal Office: The principal office of the Corporation shall be located at Hawk Mountain Colony, Town of Pittsfield, County of Rutland, State of Vermont, 05762, or such other place within the State as from time to time may be designated by its Board of Directors.

Section 3. Purposes, Objects and Powers: The Corporation is incorporated as a nonprofit corporation under the Vermont Nonprofit Business Corporation Act. Its purpose and objects, and the powers exercised by it, shall be as set forth in its articles of Association dated August 14, 1981, and filed in the Office of the Vermont Secretary of State, and as the same from time to time may be amended.

Section 4. Books and Records: The books, records and Minute Book of all Membership and Directors' meetings of the corporation shall be kept in its principal office and at all times during reasonable hours shall be open to inspection by any Member with advance notice.

ARTICLE II - DEFINITIONS

As used in these By-Laws, except as the context shall otherwise require, the words within quotation marks shall mean:

a. "Association": Hawk Mountain Owners' Association, Inc.

b. "Hawk Mountain Colony Plan": The plan of lots dated October 31, 1979, and revised most recently June 2, 1981, and entitled "Hawk Mountain; Main Sector; Site Plan; Pittsfield, Vermont," and filed in the Map Book at Page 51 of the Pittsfield Land Records, and on which said plan are delineated numbered building lots.

c. "Protective Covenants": The Protective Covenants running with the land made, published and declared by Hawk Mountain Corporation, a Vermont corporation, by its document dated August 25, 1967, and entitled "Declaration of Restrictions and Uses of Hawk Mountain", received and recorded in Book 22, Page 222 of said Pittsfield Land Records; and the Protective Guidelines approved on August 17, 1985, by the HMOA Membership at its annual meeting; also the Declaration of Mutual Covenants executed individually by members of the HMOA and recorded in the Pittsfield Land Records.

d. "Lot" ("Lots"): Any one or more numbered building parcels subject to the Protective Covenants as originally promulgated (or any other building parcel subject to the Protective Covenants) which may hereafter be conveyed by Hawk Mountain Corporation or its successors or assigns; also any such numbered building parcel of which Hawk Mountain Corporation or its successors or assigns is the record legal title holder but which it has not previously conveyed.

e. "Owner": In the case of a lot or lots the record legal title of which is held by any individual party, that party, in the case of a lot or lots the record legal title of which is held by a combination of two or more parties, including but not by way of limitation as tenants by the entirety, that combination of parties, provided, however, if under a contract recorded in said Town of Pittsfield Land Records a party or parties is buying one or more lots there under, the legal title of which will not be transferred to such buyer or buyers until payments have been completed as provided in such recorded contract, then such buyer or buyers, as the case may be, shall be deemed the owner of the lot or lots described in such contract, and the record legal title holder or holders shall not be deemed the owner thereof. Expressly excluded from the definition of "owner" is any party or parties whose interest in one or more of the lots is solely as a holder of record of mortgage lien or other lien thereon.

f. "Member"; "Constituent": If the owner of one or more lots is an individual party and such owner has executed and recorded the Declaration of Mutual Covenants, that owner shall be deemed a Member. In case the owner of one or more lots consists of a combination of two or more parties including but not by way of, limitation as tenants by the entirety, that combination of parties shall be deemed a Member, and if such owner(s) has executed and recorded the Declaration of Mutual Covenants, each party of the Member shall be deemed a Constituent thereof.

g. "Common Lands": Such lands as are delineated on the Hawk Mountain Main Sector Site Plan other than the numbered building lots delineated thereon, as shall hereafter be conveyed by Hawk Mountain Corporation or its successors or assigns to the Association as contemplated by Hawk Mountain Corporation's original intent and also such additional lands as the Association shall hereafter acquire for the mutual and common benefit of the Members of the Association.

ARTICLE III - MEMBERSHIP

Section 1. Membership and Duration: Membership in this association is limited to and shall consist of all of the owners as constituents as defined in Article II-f of the By-Laws. Every present such owner is automatically entitled to be a Member of this Association and every such future owner upon becoming such shall automatically be entitled to be a Member thereof. Such membership shall continue until such owner no longer meets the requirements of being a "Member" as that word is defined in Article II-f, and upon ceasing to meet such requirements, that membership shall automatically terminate.

Section 2. Mailing Address and Telephone Numbers of Members: Each present Member and present Constituent of a Member shall forthwith, by written notice, furnish the Secretary that Member's mailing address and telephone number, and every future Member or Constituent shall furnish the secretary that Member's mailing address and telephone number.

Section 3. Notices to a Member and Constituents: Any notice required to be given under these By-Laws to a Member shall, if the Member is composed of Constituents, be given to each Constituent. Such notice shall be deemed to have been given to a Member or to a Constituent if mailed by United States Postal Service, postage prepaid, to that Member or Constituent at the mailing address furnished the Secretary in accordance with Section 2 of this Article. Such notice shall conclusively be deemed to have been given on the date of the mailing thereof. If persons required to be given notice under these By-Laws are husband and wife having the same mailing address, the mailing of such notice addressed to both at that mailing address shall be conclusively deemed notice to both. If a Member or a Constituent of a Member has failed to comply with the provisions of Section 2 of this Article, the mailing of such notice addressed to that Member or one or more Constituents at Hawk Mountain Colony, Pittsfield, Vermont, 05762 shall be conclusively deemed notice to such addressee.

Section 4. Rights and Privileges of Members, Constituents and Others: A Member and the Constituents of a Member shall each have the same rights and privileges with respect to the use and enjoyment of the Common Lands and improvements thereon, owned and operated by the Association. Such privileges, in the right of a Member or the right of a Constituent, shall extend to any bona fide guest of a Member or, of a Constituent and to the lawful occupants or lessees of a lot of which the Member is the owner, and also to such employees of a Member or of a Constituent employed on one or more lots of which the Member is the owner, as such Member or Constituent shall from time to time designate.

Section 5. Same; Manner of Exercise Thereof: The manner of exercise of the right and privilege of such use and enjoyment -of the Common Lands and improvements thereon by a Member and Constituents, and the privilege of the exercise thereof by others as authorized by Section 4 of this Article, shall be in such manner and in accordance with such rules and regulations as shall be duly promulgated by the Board of Directors under the authority of these By-Laws.

Section 6. Same; Penalty for Violation: In case of a violation by a Member or Constituent of the rules and regulations promulgated by the Board of Directors as by Section 5 of this Article, the rights and privilege of such Member and constituent referred to in that section may, by way of penalty for such violation, be suspended for a time certain. In the case of a violation of the privilege extended to others by that section in the right of a Member a Constituent, such extended privilege of the violator may, as penalty, be withdrawn for a time certain or permanently terminated. In no event, however, shall such penalty be imposed unless in accordance with the rules and regulations duly promulgated by the Directors under the authority of these By-Laws governing the manner and procedure with respect to the imposition thereof as set forth in Article V Section 9 (f) (1).

Section 7. Same; Assessments:

a. Each Member is obligated to pay the Association in accordance with these By-Laws, and its rules and regulations in implementation thereof, annual and special assessments representing that Member's pro-rata share of the total operational and capital costs of the Association.

b. Each Member shall be charged one (1) pro-rata assessment share, excepting, however, if the Member is the owner of two or more completed homes, the Member will be charged one (1) such prorata assessment for each completed home, and excepting, however, if the Member holds an unimproved lot, the Member will be charged one half (1/2) such pro-rata assessment for such unimproved lot.

c. In case the assessment is against a Member composed of Constituents, each Constituent of that Member shall be jointly and severally liable for such assessment.

d. An assessment shall be due on the day specified in the notice of assessment hereinafter provided, and if not received by the Association on or before such due date, shall be deemed "delinquent" and the Member or Constituent, as the case may be, liable for the payment thereof, shall be deemed "delinquent".

e. Notice of assessment shall be given to each assessed Member, and if the assessed Member is composed of Constituents to each such Constituent, by mailing the same 30 days prior to the assessment due date, addressed to that Member or Constituent in manner as provided in Section 3 of this Article or, in lieu thereof, by personal delivery. Such notice shall contain the following information:

(1) The date of the assessment, the amount thereof, and

the due date thereof , and if not paid within the due date, that it will be delinquent.

- (2) That if the assessment shall become delinquent, the voting rights of the delinquent shall automatically be suspended as set forth in Article V Section 9 (f) (2) as well as the rights and privileges of the delinquent and the privileges of others in the right of the delinquent as set forth in Article V Section 9(f)(1).
- (3) That if the assessment is not received when due, the assessment will bear simple interest at the rate of two (2) percent per month from the due date thereof. Additionally, should the assessment remain unpaid for more than 60 days beyond the due date, a penalty of \$25 shall be imposed.
- (4) That if the assessment remains delinquent for a period of ninety (90) days after the due date thereof, the Board of Directors, in its discretion and in behalf of the Association, will take such steps as are authorized by these By-Laws to collect the same, with interest, penalty, and the costs of collection, including reasonable attorneys' fees to be paid by the delinquent Member or Constituent(s).

Section 8. Same; Remedies for Collection: The Board of Directors, in its discretion and in behalf of the Association may institute such legal proceedings as may be authorized by law against a Member, or if the Member is composed of Constituents against one or more of them, to collect any assessment which has been delinquent for more than ninety (90) days after the due date thereof, with interest thereon as provided in Section 7 above, and for its costs of collection, including reasonable attorneys' fees. Any delinquent assessment, interest, costs of collection and attorneys' fees shall constitute a lien against all of the lots of that Member or Constituent.

ARTICLE IV - MEETINGS OF MEMBERS

Section 1. Annual Meeting: The annual meeting of the Members shall be held on the third Saturday of August. Such annual meeting shall be a general meeting for the election of directors. Required to be elected thereat as provided by these By-Laws and for the transaction of any other business which may properly come before the meeting.

Section 2. Special Meeting: Special meetings shall be called by the Secretary of the Association upon request of the President, upon resolution of the Board of Directors, or upon the written request of one-third (1/3) of all of the members who are not delinquent as specified in Article III, Section 7 (d).

Section 3. Place of Meeting: All meetings shall be held at the principal office of the Association or at such other place within or without the state of Vermont as shall be directed by resolution of the Board of Directors.

Section 4.

Notice of Meeting:

- (a) Notice of every annual and special meeting shall be given in manner as provided by Section 3 of Article III of these By-Laws and shall be mailed not less than twenty (20) days or more than sixty (60) days before the date fixed in such notice for the meeting.
- (b) Such notice shall state the purpose or purposes for which the meeting is called and the time and place of such meeting. Included as purposes of the annual meeting shall be that it is held for the purpose of electing directors

and for the purpose of transacting any and all other business pertaining to the affairs of the Association.

- (c) A Member deemed to be present in person at a meeting, as the same is set forth in subsections (a) - (c) of Section 6 of this Article, shall constitute a waiver by that Member of notice thereof, and such notice thereof may also be waived by a Member by a waiver executed by that Member and delivered to the Secretary of the Association before the time the specified meeting is called to order or subsequent thereto.

Section 5. Quorum: A quorum at all regular and special meetings and adjournments thereof shall consist of thirty-three and one-third (33 1/3) percent of the Membership who are not delinquent in assessment payments. If less than a quorum shall so be present at any meeting, the Members present thereat in person or by proxy shall have the power to vote to adjourn the meeting to the place, date and time specified in such vote and no notice shall be required to be given to the Members of the place, date and time of the adjourned meeting. In case of a lack of a quorum at any such adjourned meeting, the adjourned meeting may be adjourned in like manner, and no notice of the place, date and time thereof shall be required to be given to the Members. Any business may be transacted at such adjourned meeting which might have been transacted at the meeting as originally called or held.

Section 6. Same; Member Present in Person: A Member shall be conclusively deemed present in person at a meeting if:

- (a) A Member who is a natural person whose membership arises from the ownership of the record legal title to at least one (1) lot in his individual name, and is present at the meeting.
- (b) The Member is an individual corporation, and an officer or director of that corporation is present at the meeting in person, or if the Member is an individual partnership or other association of parties, if present at the meeting in person is a natural person a member of that partnership or an associate of that association.
- (c) The Member is composed of Constituents and a Constituent of the Member is present in person at the meeting, and in such case such Constituent shall be deemed present in person at such meeting if present thereat in person is (i) a Constituent of the Member, who is a natural person, or (ii) if the Constituent is a corporation, if an officer or director thereof is present thereat in person, or (iii) if the Constituent is a partnership or any other association of parties, if present thereat in person is a natural person a member of the Constituent partnership, or an associate of that Constituent association.

Section 7. Voting; One (1) Vote: At every such meeting each Member who is not delinquent and who is present thereat in person or by proxy shall be entitled to cast only one (1) vote on any matter to be voted upon by the Members at such meeting; provided, however, that in case of forfeiture under the circumstances set forth in Section 8 next following, such right to vote shall be deemed forfeited.

Section 8. Same; Exercise by Certain Members Present in Person: If a Member is present at a meeting as a consequence of the application of the provision set forth in subsections (b) or (c) of Section 6 of this Article, the vote of that member on any matter submitted to vote of the Members shall be cast by that person whose presence at that meeting constitutes that Member as being present thereat as in said subsections set forth. In case there are two (2) or more such persons present, such vote shall be cast by only one (1) of them as such persons by majority vote shall agree upon, and in case they are

unable to so agree, the right to vote of the Member on the matter shall be deemed forfeited.

Section 9. Same; Vote by Proxy: In case of any annual meeting or any special meeting, a Member may vote thereat by proxy subject, however, to the following:

- (a) Each proxy shall be dated and executed by the Member. In case the Member is composed of constituents, the execution thereof shall be by a majority of the Constituents.
- (b) No proxy shall be valid after ninety (90) days from the date of its execution.
- (c) A Member shall not be entitled to vote by proxy unless the proxy is delivered to the secretary of the Association in advance of the time when such vote by proxy is sought to be exercised by the Member.
- (d) If under the provisions of subsections (a) - (c) of Section 6 of this Article a Member is present in person at a meeting for which a proxy had been delivered to the Secretary, the vote of that Member shall not be cast by proxy and the vote of the Member shall be cast as provided in Section 8 of these By-Laws.

Section 10. Same; Majority Required to Decide: The majority of the votes cast by all of the Members present in person or by proxy shall decide any matter brought before the meeting, unless the matter is one which, by express provision of the Vermont Non-Profit Business Corporation Act or these By-Laws, requires a different vote by number, and in such case the express provision of such statute or By-Laws shall govern. In the event of a tie vote, the presiding officer shall cast the deciding vote.

Section 11. Same; Manner of Voting: The vote for the election of Directors required to be elected at any meeting as specified by these By-Laws, shall be by written ballot if there are more nominees than directors to be elected. No other matters required to be determined at the meeting shall be required to be determined by written ballot, unless the presiding officer of the meeting shall determine that a written ballot is in the best interest of the Association; provided however, that upon the request of one or more Members present and a vote of one-third (1/3) of the Members present in person or by proxy at such meeting, the vote thereon shall be by written ballot.

Section 12. Same; Tellers: The presiding officer of any meeting may appoint any one (1) or more tellers or inspectors of election to determine the qualification of any person seeking to cast a vote

at such meeting on any matter submitted to a vote of the Members, to determine the validity of proxies, to count the votes in favor of or against any matter submitted to a vote of the Members and to announce the result, and also in case of a written ballot, to determine the validity and result thereof.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Directors; Initial Board, Subsequent Board

- (a) Until Directors shall have been elected at the annual meeting of the Members to be held in August, 1981, or any adjournment thereof, the Board of Directors shall consist of the three (3) persons named in the Articles of Association on file in the office of the Vermont Secretary of State, and the property and the affairs of the Association shall be

managed by the Board.

- (b) Effective upon election of the Directors as specified in Section 2 next following, the property and affairs of the Association shall be managed by a Board of five (5) Directors, of which one (1) member shall be the most recent Ex-President of the Association.

Section 2. Same; Election, Term, Election Procedure:

- (a) At the annual meeting of the Members to be held in August, 1981, or any adjournment thereof, the Members shall elect three (3) Directors, each for a term of one (1) year, and two (2) Directors, each for a term of two (2) years. At each annual meeting of the Members thereafter, or adjournment thereof, two (2) directors shall be elected by the Members for a term of two (2) years and one (1) for one (1) year. Directors so elected shall serve for the term for which elected and until their successors shall have been elected.
- (b) If there are more nominees than Directors to be elected, voting shall be by written ballot, and the persons receiving the majority of the votes of the Members present in person or by proxy at such meeting and voting, shall be deemed elected Directors of the Board.

Section 3. Same; Eligibility to Serve: No person shall be nominated to serve as a Director or shall be elected a Director, or if elected a Director, shall not be eligible to serve as such, unless such person is a Member and is not delinquent and is a natural person, who, by reason of his presence in person at a meeting of the Members were such meeting then being held would, under the provisions of subsections (a), (b) or (c) of Section 6 of Article IV of these By-Laws, constitute the presence of a Member in Person at the meeting. If any Director shall cease to meet these eligibility requirements, such cessation shall automatically vacate his or her directorship.

Section 4. Same; Nomination of Election: Prior to each annual meeting of the Members, the Board of Directors shall appoint a nominating committee consisting of not less than three (3) Member persons, one of whom shall be a Director of this Association, to nominate eligible person with their prior concurrence for election to the Board of Directors, and the Board shall also designate the Chairman of that committee. The committee shall make one (1) or more nominations for each open directorship and present the same at such meeting. At any such meeting nominations may also be made from the floor.

Section 5. Same; Resignation: In case a director shall become ineligible to serve as such provided in Section 3 of this Article, such ineligibility shall operate as his or her resignation as Director; except as so provided, the resignation of no Director shall be effective until notice thereof is given in writing to the Secretary and shall be effective upon receipt thereof by that officer, or upon the subsequent effective date specified therein; provided, however, that notwithstanding that such subsequent date may be specified therein, the Board of Directors, at its option, may terminate such directorship forthwith.

Section 6. Same; Removal: Whenever in the judgment of the Board of Directors the best interest of the Association will be served by removal of a person as a director, that person may be removed by the affirmative vote of a majority of the Directors, or at a meeting of the Members called for such purpose by a majority of the Members present in person or by proxy thereat and voting; provided, however, that the notice of such meeting of the Members shall contain a statement of purpose.

Section 7. Same; Vacancy: In case of a vacancy of the office of any Director for any reason, a majority of the remaining Directors, though less than a quorum, may at a special

meeting of the Board called for such purpose, elect a successor who shall hold office for the unexpired term with respect to which such vacancy has occurred; provided, however, that the person so elected shall meet the eligibility requirements set forth in Section 3 of this Article.

Section 8. Same; Statement of Affairs: At each annual meeting of the Members, and when called for by a vote of the Members at any special meeting of the Members, the Board of Directors shall present a full and clear statement of the condition and affairs of the Association.

Section 9. Same; Powers: The Board, in implementation of the powers conferred upon the Association by its Articles of Association, the powers conferred upon it by the Vermont Non-Profit Business Corporation Act, and the powers conferred upon it by other provisions of these By-Laws, and subject, however, to the limitations therein contained, shall have the following powers:

- (a) To appoint, retain and employ, and at its discretion to remove and suspend permanently or temporarily, such attorneys, accountants, auditors, assistants, clerks, employees and agents as it may from time to time choose, and to determine their retainers, salaries, commissions and emoluments, and to confer by resolution upon any officer or officers of the Association the right to exercise such powers in behalf of the Board of Directors.
- (b) To authorize any officer, employee or agent, in the name of and on behalf of the Association, to enter into any contract or execute and deliver any bill, check, draft or other order for payment of money out of the funds of the Association, note or other evidence of indebtedness, receipt, endorsement, release or other instrument; such authority may be general or confined to specific instances.
- (c) To make and collect annual and special assessments and from time to time to promulgate rules and regulations pertaining to the same and the use of Common Lands and to use and expand such assessments collected to maintain, care for, preserve, develop and manage the Common Lands and the improvements thereon.
- (d) To erect, develop, maintain and alter improvements of any kind and nature on the Common Lands for the mutual benefit of the Members subject, as to such of the Common Lands as shall have been acquired from Hawk Mountain Corporation, to the provisions and limitations set forth in the Protective Covenants and deed of Conveyance.
- (e) To procure and maintain adequate officers and Directors liability and general and hazard insurance on all real and personal property owned by the Association and such other insurances, as in the judgement of the Board, shall be in the interest of the Association.
- (f) By resolution adopted by the Board, to promulgate and publish rules and regulations pertaining to the following:
 - (1) The use and enjoyment of the Common Lands referred to in Sections 4, 5 and 6 of Article III of these By-Laws. Such rules and regulations may provide for the temporary or permanent suspension of the privileges of others in the right of a Member or in the right of a Constituent of a Member referred to in said Sections, and the suspension of the rights of a Member referred to in said Sections;

provided, however, that no suspension of such rights of a Member shall be for a period in excess of three hundred sixty five (365) days, and may also include, except as herein limited, such other penalties for a violation of such rules and regulations as the Board, in its judgment, shall deem appropriate.

- (2) The suspension of the voting rights of a Member together with the suspension of the rights and privileges conferred by Section 4, Article III of these By-Laws, by reason of the default of such Member in the payment and receipt by the Association of any assessment levied upon that Member on the due date thereof, which suspension shall continue until such assessment, along with interest thereon and any collection costs and attorney's fees, shall have been paid in full, shall thereby operate to suspend the voting rights of the Member and the rights and privileges conferred by said Section 4 of Article III until such assessment, with interest thereon and any collection costs and attorney's fees shall have been paid in full.
- (g) To institute in behalf of the Association legal proceedings for any violation of these By-Laws including the abatement thereof as a nuisance, for infective relief and damages, and for such other or different relief as may be proper, and to institute any other legal proceedings by reason of any matter as, in the judgment of the Board, shall be in the interest of the Association.
- (h) To appoint such committees as the Board shall decide.
- (i) To designate one or more depositories of the funds of the Association and to adopt banking and borrowing resolutions.
- (j) To spend the funds of the Association upon any matters as shall have been voted upon by the Board under its aforesaid powers and shall require the expenditure of its funds, provided, however, that no expenditure on any one matter so voted shall be in excess of Two Thousand Dollars (\$2,000.00) and also provided that the total expenditure in any one fiscal year shall not exceed One Hundred and Fifty Dollars (\$150.00) per member unless the same shall have been first approved at a duly held general or special meeting of the Members.

ARTICLE VI MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Meetings; Annual, Special and Regular:

- (a) The annual meeting of the Board of Directors shall be held at the same place as the annual meeting of the Members and immediately after the adjournment thereof.
- (b) Special meetings of the Board may be called by the President of the Association, and shall be called by the President or Secretary upon the written request therefore by three (3) directors.
- (c) **Regularly scheduled meetings will be held as the Board shall so determine.**

- (d) Except as herein specified, all meetings of the Board shall be held at such place within or without the State of Vermont as shall be specified in the notice of such meeting.

Section 2. Same; Notice:

- (a) The purpose or purposes of the annual meeting shall not be required to be stated in the notice, and no notice is required to be given of a regularly scheduled meeting. In the case of a special meeting, notice for that meeting shall state the purpose or purposes for which it is called and the time and place it is to be held.
- (b) The provisions of Section 3 of Article III of these By-Laws relating to notice required to be given to Members is made applicable to notices required to be given to Directors.
- (c) No notice of the Board of Directors' meeting is required to be given to any Director who, in writing executed by the Director and filed with the records of the Association, either before or after the holding of such meeting, waives such notice. Attendance by a Director at any meeting shall constitute a waiver of any notice thereof.

Section 3. Same; Action by Consent: Any action which may be taken at a duly held meeting of the Board of Directors may be taken without such meeting if a consent in writing, setting forth the action or action so taken, shall be signed by each and every Director, and any action so taken shall be valid as if adopted by the Board at a duly held meeting thereof, provided that such written consent is inserted in the Minute Book of the Association.

Section 4. Same; Quorum: A majority of the Board of Directors in office shall be necessary for the transaction of business, but if at any meeting there shall be less than a quorum, a majority of the Directors present may adjourn the meeting, but not for a period in excess of ten (10) days at any one time without notice other than announcement at the meeting, until a quorum shall attend. Any business may be transacted at such adjourned meeting which might have been transacted at the meeting as originally called or held.

Section 5. Same; Voting: At a meeting of the Board of Directors at which a quorum is present, and except as otherwise provided by the Vermont Non-Profit Business Corporation Act and these By-Laws, all questions shall be decided by a majority of the voters, but in case of any equality of votes, the presiding officer shall have the deciding vote.

Section 6. Same; Presiding Officer: The President of the Association shall, ex officio, be the President of the Board and shall be the presiding officer at all meetings of the Board. If the President shall be absent at any meeting, the Board shall elect one of the Directors as the chairman of the meeting, and the Chairman so elected shall be the presiding officer for that meeting.

Section 7. Same; Secretary: The Secretary of the Association shall be the Secretary of the Board and shall keep the minutes of the Board's meetings. If the Secretary shall be absent at any meeting, any person, as the President or Chairman shall select, shall act as Secretary of the meeting.

Section 8. Same; Order of Business: The order of business at all meetings of the Board of Directors shall be as follows:

- (a) Roll call.

- (b) Reading of minutes of last meeting.
- (c) Consideration of communications.
- (d) Reports of officers and employees.
- (e) Resignations and elections.
- (f) Reports of committees.
- (g) Unfinished business.
- (h) Original solutions and new business.
- ⓪ Adjournment.

ARTICLE VII - OFFICERS

Section 1. Officers; Enumeration: The officers of the Association shall be a President, Vice President, Treasurer and Secretary. The offices of Treasurer and Secretary may be held by one person.

Section 2. Same; Additional Officers: The Board may from time to time, by resolution, establish such other additional office and make appointments to any such office so established. Such appointee shall serve at the pleasure of the Board of Directors, and shall perform such duties as the Board from time to time shall direct, and such other duties as are specified in these By-Laws.

Section 3. Same; Term: The officers specified in Section 1 of this, Article VII and elected by the Board of Directors at its organization meeting, shall hold such office until their successors are elected.

Section 4. Same; Election: The Board of Directors at its annual meeting to be held in August, 1981, immediately after the annual meeting of the Members, shall elect a President, Vice President, Treasurer and Secretary, and at each annual meeting thereafter when the term of any person elected to such office shall have expired, the Board shall elect his or her successor. Any person holding any such office may be reelected.

Section 5. Same; Resignation: The resignation of any officer who is elected to serve for a fixed term shall not be effective until notice is given in writing to the Secretary and shall be effective upon the receipt thereof by that officer, or upon any subsequent effective date specified therein; provided, however, that notwithstanding that such subsequent date may be specified therein, the Board of Directors, at its option, may make such resignation effective forthwith.

Section 6. Same; Removal: Any officer elected to serve for a fixed term may be removed from office by the Board of Directors with or without cause and with or without notice, as the Board shall determine.

Section 7. Vacancies: In the case of a vacancy in the office of President, Vice President, Treasurer or Secretary for any reason, the Board shall elect a successor who shall hold office for the unexpired term with respect to which such vacancy has occurred.

Section 8. Duties; The President:

- (a) The President shall be the chief executive officer of the Association; he shall preside at all meetings of the Members and Directors; shall be a

member of the Board of Directors and all standing committees; shall have general and active management of the business of the Association; and shall see that all orders and resolutions of the Board are carried out.

- (b)** The President, except as the Board of Directors by resolution from time to time otherwise directs, shall sign all leases, deeds, contracts and other written instruments of the Association and shall affix its seal if required.
- (c)** The President or the Treasurer, except as the Board of Directors by resolution from time to time otherwise directs, shall sign all checks.
- (d)** The President shall perform such other duties as are incident to his office, such other duties as are required to be performed by that officer by these By-Laws, and such other duties as the Board of Directors from time to time directs.

Section 9. Same; The Vice President: The Vice President, except as the Board of Directors by resolution from time to time otherwise provides, shall act in place and stead of the President in the event of his absence or inability to act, and the Vice President shall also exercise and perform such other duties as shall from time to time be assigned to that officer by the Board or the President.

Section 10. Same; Treasurer:

- (a)** The Treasurer shall be bonded at Association's expense and shall have charge and custody of and be responsible for all funds of the Association and shall deposit all monies and other valuable effects of the Association in the name of and to the credit of the Association in such depositories as may be designated by resolution of the Board of Directors.
- (b)** The Treasurer shall be responsible for and keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall disburse its funds from time to time as is authorized by the Board, taking proper vouchers therefore, and shall submit such books, together with all his or her voucher, receipts, records, and other papers to the Board of Directors for its examination and approval as often as the Board shall require and shall submit them to the President for examination and approval as often as that officer shall require.
- (c)** The Treasurer shall perform such other duties as are incident to his or her office, such other duties as are required to be performed by that officer by these By-Laws, and such other duties as the Board of Directors from time to time directs.
- (d)** The Treasurer or the President, except as the Board of Directors by resolution from time to time otherwise directs, may sign all checks.

Section 11. Same; The Secretary:

- (a)** The Secretary shall record the votes and shall keep accurate and adequate minutes of all meetings of the Board and of the Members and insert the same in the Association's Minute Book provided for that purpose.
- (b)** The Secretary shall keep a list of names and addresses of Members and the Constituents of a Member, together with as to each Member, the date such membership commenced and the date of the termination thereof, and

shall give all of the notices required to be given as provided by these By-Laws, or as otherwise required by law.

- (c) The Secretary shall be custodian of the Association records and of the seal of the Association and shall affix and attest the seal to any and all documents, the execution of which on behalf of the Association has been duly authorized and requires the Association's seal; shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent that the same are to be kept or filed by the Treasurer.
- (d) In general, the Secretary shall perform all the duties required by the Secretary to be performed by these By-Laws and under the laws' of the State of Vermont, and all other duties incident to the office of Secretary, and also such other duties as may be assigned to him or her by the Board of Directors or the President.

ARTICLE VIII - Miscellaneous

Section 1. Compensation: No member of the Board of Directors shall receive compensation for serving as such;- provided, however, that any such Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties, not including expenses for travel to meetings of the directors or the Members of the Association. No such reimbursement shall be approved or reimbursement made unless the same shall be approved in such manner and in accordance with such procedures as the Board of Directors from time to time shall establish. Anything in this section to the contrary notwithstanding, no compensation shall be paid or reimbursement made which will constitute a violation of Paragraph A of Article V of the Association's Articles of Association as it now exists or as it shall be amended from time to time.

Section 2. Indemnification: Each Director and officer of the Association now or hereafter serving as such, shall be indemnified by the Association against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such Director or Officer, or by reason of any action alleged to have been taken, omitted, or liabilities to which he has or shall become subject by reason of serving or having served as such Director or officer, or by reason of action alleged to have been taken, omitted, or neglected by him as such Director or Officer, and the Association shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of his own misconduct or negligence.

Such right of indemnification shall not be exclusive of any rights to which any Director or officer of the Association may otherwise be entitled by law.

Section 3. Fiscal Year: The fiscal year of the Association shall end at midnight on the 30th day of June of each year, except as shall otherwise from time to time be determined by the Board of Directors.

Section 4. Corporate Seal: The seal of the Association shall be in such form as the Board of Directors from time to time shall determine.

ARTICLE IX - AMENDMENT

These By-Laws may be altered, amended or repealed and new by-laws may be adopted at any regular or special meeting by vote of two thirds (2/3) of the Membership present and voting in person or by proxy on the subject matter thereof, provided notice is given

thereof as is required by other provisions of these By-Laws. if such required notice has not been given, then by like vote the By-Laws may be altered, amended or repealed and new By-laws adopted, provided that the Members present at any such meeting shall unanimously consent to a waiver of the requirements of these By-Laws with respect to notice thereof.

The undersigned Secretary of the Hawk Mountain owners' Association hereby certifies that the foregoing is a true and accurate copy of the By-Laws which were approved on August 15, 1987, and revised August 17, 1996.

Witness

John Connole, Secretary,
Hawk Mountain Owners' Association