

Pinewood Lake Association, Inc. Charter & By-Laws of the Association

CHARTER & BY-LAWS of Pinewood Lake Association, Incorporated, Organized 1944 TRUMBULL, CONNECTICUT

Original Issue August, 1947

Revised: June 3, 1954; July 21, 1955; December 4, 1973; January 15, 2006

FOREWORD

CHARTER

BY-LAWS

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FOREWORD

The Pinewood Lake Association was incorporated under the Statutes of the State of Connecticut on August 29, 1944. The original By-Laws were approved and adopted at the Annual Meeting in 1944 and with the Charter served as the basis for government of the Association until 1947.

In September 1946 a By-Laws Committee was appointed, composed of: Joseph Adzima, Chairman; Joseph Chisarik, Gilbert Hutchinson, Victor Meleski and Michael Parente.

It was the purpose of the By-Laws Committee to draft a more comprehensive set of By-Laws for the Pinewood Lake Association, Inc.

The results of their intensive efforts were those By-Laws which after review by a competent attorney, became the official governing rules of the Association upon their unanimous acceptance on June 28, 1947. They well served as a comprehensive, clear-cut, democratic set of governing rules for the best interests of the greatest possible number of members.

In August 1953, a new By-Laws committee, composed of C. Lawrence Bulow, Chairman; Joseph Adzima, Victor Meleski, Baxter Brown, Edward Mongillo and George A. Parker, was appointed to bring up to date the By-Laws and to draw up a set of beach, lake and community house rules. As a result of this Committee's work, the By-Laws were revised on June 3, 1954 and July 21, 1955 after being presented to the Association membership and approved by them.

In February 1971, the Board of Governors set up a By-Laws Revision Committee, composed of Fred Renner, Chairman; Fred Bietsch, Edward Mongillo and Joseph Dolnier to bring the By-Laws up to date, to cover new situations which have arisen over the years. In July, 1973, the Board of Governors was presented with the revisions, approved them and recommended that they be presented to the entire membership for approval by referendum vote. A By-Laws Revision meeting was held on September 20, 1973 for the membership to discuss the changes and at the annual meeting, held on December 4, 1973 the membership, by referendum ballot, approved the By-Laws revisions.

In January 2005, the Board of Governors set up a Governance committee, chaired by Harvey Mamrus, to revise the By-Laws during the 2005 calendar year. The President, past Presidents and many others contributed to the revision effort. The Membership was invited, four times during the year, to comment on suggested changes and to present their own suggestions. Changes and draft versions were posted on the Pinewood Lake Association website as well as publicized frequently on Partyline, the monthly newsletter that is distributed to all members. On November 3, 2005, the Board of Governors endorsed a working draft which included all major suggested revisions. On December 1, 2005, the final revised version was endorsed by the PLA Board of Governors, subsequently mailed out to all Owner Members and posted on Pinewood Lake Association web site. The revised By-Laws were approved by over 55% of the Owner Members on January 15, 2006 73% total affirmative vote, exceeding 55% in each Plan.

CHARTER

ARTICLES OF ASSOCIATION OF THE PINEWOOD LAKE ASSOCIATION, INC.

Be it known that we the subscribers do hereby associate ourselves as a body politic and corporate pursuant to the statute laws of the State of Connecticut regulating the formation and organization of corporations without capital stock and the following are our Articles of Association.

ARTICLE 1. The name of said corporation shall be The Pinewood Lake Association, Incorporated.

ARTICLE II. The purposes for which said corporation is formed are the following, to wit: To further and promote cooperation in all matters affecting the interest and protection of owners of land in the immediate neighborhood of Upper Bunnell's Pond, also known as Pinewood Lake, in the Town of Trumbull.

To purchase, lease, or otherwise acquire, hold, develop, improve, repair and maintain land under and adjacent to the waters of said Upper Bunnell's Pond, otherwise known as Pinewood Lake, and streams tributary thereto and dams impounding such waters or

any of them, and any and all riparian rights or easements in such lands or waters;

To purchase, lease, or otherwise acquire to sell or otherwise dispose of, to lay out, construct, develop, maintain, improve and operate roadways, walks, gardens, parks, lakes, ponds or other waters, buildings or portions thereof, wharves, piers and other structures;

For the benefit of its members, their guests and guests of the Pinewood Lake Association, to maintain and operate club houses or rooms, dining halls or restaurants, to acquire, maintain, sell or rent recreational facilities and equipment, and to provide and promote lectures, exhibitions, entertainments and other affairs of a social or instructive character;

In aid of the foregoing purposes, to lay dues and assessments on its members, and to do all other things lawful, necessary and appropriate to effect the same.

ARTICLE III. The said corporation is located in the Town of Trumbull, County of Fairfield and State of Connecticut, and the location of the principal office is on East Lake Road.

ARTICLE IV. The name of the agent upon whom process may be served is Tom Whelan from 176 Pinewood Trail, Trumbull, CT 06611.

Dated at Trumbull, Connecticut, this 29th day of August, 1944.

WALDEMERE J. OLSON

H. W. WIEMER, ANDREW T. BROWN

STATE OF CONNECTICUT, COUNTY OF FAIRFIELD, Trumbull, August 29, 1944

Then and there personally appeared WALDEMERE J. OLSON, H. W. WIEMER, ANDREW T. BROWN, signers of the foregoing instrument and acknowledged the same to be their free act and deed, before me,

PHILO C. CALHOUN, Notary Public

Approved, Sept. 1, 1944

FRANCES BURKE REDICK, Secretary

By ARTHUR F. BROWN

Charter Fee, \$15.00— Paid

Sept. 1, 1944 GRACE M. WARD, for Secretary

No. 17527, State of Connecticut, Office of the Secretary, ss.

The foregoing is a true copy of a certificate filed in this office and of the endorsement of approval thereon.

In Testimony Whereof, I have hereunto set my hand, and affixed the Seal of said State, at Hartford, this first day of September, A.D., 1944.

FRANCES BURKE REDICK, Secretary

THE PINWOOD LAKE ASSOCIATION, INC.

BY-LAWS

ARTICLE I NAME, OBJECT AND DEFINITIONS

SEC. 1. NAME. The name of this organization shall be THE PINWOOD LAKE ASSOCIATION, INCORPORATED.

SEC. 2. OBJECT. The object of this Association shall be to promote and protect, as detailed in the Charter, the joint property and interests of a community of residents comprising the owners of the property known as Pinewood Lake, Trumbull, Connecticut.

SEC. 3. DEFINITIONS. As used in these By-Laws the following terms shall have the following meanings:

- (a) "Association Property" shall mean Pinewood Lake, the Pinewood Lake Clubhouse, the Pinewood Lake Beach, Beach Area and Clubhouse parking lot, and parcels of land owned by PLA, as hereafter defined, identified as "P" on the Plan of Pinewood Lake found in the Pinewood Lake Directory.
- (b) "Connecticut Age of Majority" shall mean the definition of "age of majority" set forth in Connecticut General Statutes Section 1-1d.
- (c) "Denied Guest" shall mean a Family Unit, as hereafter defined, of (i) residing owners of Qualified Property, as hereafter defined, who are not (A) members of the PLA, or (B) PLA Members, in Good Standing, as hereafter defined, or (ii) a former PLA Member who has been expelled from PLA membership.
- (d) "Family Unit" shall mean the definition of "family" found in the Zoning Regulations of the Town of Trumbull, Connecticut, as amended from time to time by the Town of Trumbull.
- (e) "Good Standing" shall mean the status of any member (i) whose annual dues, special assessment and boat rack rents are currently paid and not in arrears, (ii) who does not have any other amounts outstanding to PLA, (iii) whose membership is not currently suspended, and (iv) whose privileges to use any portion of Association Property is not currently revoked.
- (f) "Member" shall mean any individual holding a membership in PLA in accordance with Article II Sections 1,2,3,4 and 5 of these By-Laws.
- (g) "PLA" shall mean The Pinewood Lake Association, Incorporated.
- (h) "PLA Rules and Regulations" shall mean all rules and regulations contained in the Pinewood Lake Directory dated August 2, 2004, as amended and revised from time to time. Any amendment to such regulations occurring prior to a revised version of the Pinewood Lake Directory shall be circulated to all members by the PLA newsletter.
- (i) "Plan" shall mean any of the 6 plans originally making up Pinewood Lake as

more specifically defined in an updated map of Pinewood Lake Association properties drawn up by Charles Hiemann, registered surveyor, dated September 27, 1967, on file in the land records of the Town of Trumbull, Connecticut.

- (j) "Public Disturbance" shall mean the definition of "public disturbance" set forth in Connecticut General Statutes Section 53a-181a.
- (k) "Qualified Property" shall mean owners of property appearing of record on the original Pinewood Lake plan—hereafter called "qualified property"—shown on the maps on file in the land records of the Town of Trumbull; said maps being known as Pinewood Lake, Plan 1, dated 9-15-43; Plan 2, dated 4-28-42; Plan 3, dated 2-1-44; Plan 4, dated 5-12-43; Plan 5, dated 7-22-44; Plan 6, dated 7-26-44; made for the First National Bank and Trust Company, Trustee, as more definitely defined in an updated map of Pinewood Lake Association properties drawn up by Charles Hiemann, registered surveyor, dated September 27, 1967, on file in the land records of the Town of Trumbull, Connecticut.

ARTICLE II MEMBERSHIP

SEC. 1. OWNER MEMBER. Owner(s) of Qualified Property may apply for membership as an Owner Member(s). Multiple owners of the same property are required to be living together as a Family Unit, if they are to be considered Owner Members. If multiple owners are not living as a Family Unit on the property, they shall designate one Owner Member or one Family Unit as Owner Member each year upon payment of dues. The remaining owners of the property shall be allowed guest privileges.

SEC. 2. JUNIOR MEMBER. Any person (i) residing with the Owner Member as part of a Family Unit, and (ii) over the Connecticut Age of Majority.

SEC. 3. JUVENILE MEMBER. Any person (i) residing with the Owner Member as part of a Family Unit, and (ii) under the Connecticut Age of Majority.

SEC. 4. TENANT MEMBERSHIP. A Family Unit that legally occupies a dwelling or part of a dwelling owned by an Owner Member, in Good Standing, may apply for Tenant Membership.

SEC. 5. ASSOCIATE MEMBERSHIP. A Family Unit may apply for Associate Membership. The total number of associate memberships will be determined by the Board of Governors and voted on at the Annual Membership Meeting or a Special Meeting of the Members.

ARTICLE III ELECTION OF MEMBERS

SEC. 1. OWNER MEMBER. Upon meeting the requirements of Article II. Sec. I. owner(s) of Qualified Property may submit a written application for membership, accompanied by the initiation fee and the first year's dues, to the Membership Committee (the initiation fee and the dues are refundable if the application is not accepted). The Membership Committee shall consider the application and make a

recommendation to the Board of Governors. A simple majority affirmative vote of the Board of Governors shall be necessary to approve an application for Owner Member membership. Owner Membership is not transferable, under any circumstances, including, but, not limited to non Family Unit owners of the same property.

SEC. 2. JUNIOR AND JUVENILE MEMBERS. Any person eligible under Article II, Sections. 2 and 3, automatically becomes a Junior or Juvenile Member respectively. Junior and Juvenile Members shall not (i) have voting privileges, (ii) be eligible for the Board of Governors, (iii) hold office, and (iv) chair a committee other than a dedicated teens committee. Junior and Juvenile Members may serve on any Committee of the Board of Governors, except the Membership, Nominating, Review and Budget Committees.

SEC. 3. TENANT MEMBERSHIP. A Family Unit that qualifies under Article II, Sec 4 may submit a written application for membership, accompanied by any initiation fee and the first year's dues, to the Membership Committee (the initiation fee and the dues are refundable if the application is not accepted). The Membership Committee shall consider the application and make a recommendation to the Board of Governors. A simple majority affirmative vote of the Board of Governors shall be necessary to approve an application for Tenant membership. Tenant Members will be subject to initiation fees and dues. Tenant Members shall not (i) have voting privileges, (ii) be eligible for the Board of Governors, and (iii) hold office. Tenant Members may serve on any Committee of the Board of Governors, except the Membership, Nominating, Review and Budget Committees. Only one Tenant Membership shall be granted per Qualifying Property per year.

SEC. 4. ASSOCIATE MEMBER. A Family Unit that qualifies under Article II Sec. 5 may submit a written application for membership, accompanied by any initiation fee and the first year's dues, to the Membership Committee (the initiation fee and the dues are refundable if application is not accepted). The Membership Committee shall consider the application and make a recommendation to the Board of Governors. A simple majority affirmative vote of the Board of Governors shall be necessary to approve an application for Associate Membership. Associate Members will be subject to initiation fees, dues and any assessments voted by the Owner Members. Associate Members shall not (i) have voting privileges, (ii) be eligible for the Board of Governors, and (iii) hold office. Associate Members may serve on any Committee of the Board of Governors, except the Membership, Nominating, Review and Budget Committees.

ARTICLE IV MEMBERS' RIGHTS AND PRIVILEGES

SEC. 1. RIGHTS. Owner Members in Good Standing shall have all the rights and privileges specified in the Charter and these By-Laws, including the right to (i) attend PLA Board of Governors meetings, (ii) attend Special Meetings of the Board of Governors, (iii) attend PLA Membership Meetings, (iv) vote on PLA matters, (v) serve on the Board of Governors, (vi) serve on any Committee of the Board of Governors, and (vii) hold office. All other PLA member types in Good Standing shall have all social rights and privileges of this Association, including attendance at all PLA meetings, Special Meetings of the Board of Governors and serving on any Committee of the Board of Governors, except the Membership, Nominating, Review and Budget Committees.

SEC. 2. PRIVILEGES. (a) All Members, in Good Standing, shall have the privilege to use or rent Association Property in accordance with PLA Rules and Regulations. The Association Property may be used for boating, swimming, fishing, skating and other sporting and recreational uses designated by PLA, but without any warranty by PLA with respect to the continued existence of Pinewood Lake. These privileges shall be (i) considered and construed as a license to the Members, their guests and PLA guests, and (ii) exercised solely at the risk of the Members and guests.

(b) An Owner Member, in Good Standing, shall have the privilege to vote on all PLA matters. An Owner Member, in Good Standing, and in ownership of more than one Qualified Property shall have right to use and enjoy Association Property only if the Owner Member is the owner of at least one Qualified Property that is not let.

ARTICLE V COVENANTS AND DISCIPLINE

SEC. 1. COMPLIANCE WITH PROVISIONS. Each Member covenants and agrees with PLA and with each and every Member that they shall faithfully comply with all the provisions set forth in Sections 2, 3, 4, and 5 of this Article V.

SEC. 2. ASSOCIATION PROPERTY AND OWNER PROPERTY. (a) Unless approved by the Board of Governors or one of its Committees, and only for a limited use only, no-gasoline-powered boats are allowed on Pinewood Lake. (b) Denied Guests are strictly prohibited from using or enjoying Association Property. (c) Owner Members shall not allow their property to be used (i) as a public park or public playground or for the renting of boats or swimming privileges, (ii) by Denied Guests and any other uninvited guests as a means of ingress or egress between any private or public road or any adjoining property and Pinewood Lake, and (iii) or occupied in such manner as to cause a Public Disturbance to PLA, or Members, or so as to render the Property undesirable in a private residential neighborhood. The Zoning Regulations of the Town of Trumbull Connecticut, as amended from time to time, and the State of Connecticut Wetland Regulations, as amended from time to time, shall be observed by all Owner Members.

SEC. 3. EXCLUSIVITY. No Member shall have the right to convey, extend or guarantee the rights and privileges of the PLA. The right to enjoy Association Property is not transferable

SEC. 4. DISCIPLINE OF MEMBERS. The Board of Governors shall have the power to suspend or expel any Member of the Association for (i) violation of any of the above provisions of these By-Laws, or (ii) conduct, whether upon the Association Property or not, which in the judgment of the Board of Governors, is not in the best interests of PLA

(e.g., repeated violations of PLA Rules and Regulations); provided, however, that every Member facing suspension or expulsion from membership shall have full opportunity to appear and be heard before the Board of Governors. After having an opportunity to be heard at a Board of Governors Meeting, any Member suspended or expelled, as the case may be, shall be notified in writing, by PLA's Secretary, of the Board of Governors' decision. If a Member, under such suspension, shall enter upon and/or use PLA Property, that Member shall automatically, without any further notice to the Member, be expelled from PLA.

SEC. 5. REINSTATEMENT OF OWNER MEMBERS. Any PLA former Member whose membership was terminated for any reason whatsoever, may be reinstated to membership only upon the occurrence of each of these events (i) the Board of Governors approval of the reinstated membership, and (ii) the payment of a sum equal to the total of all dues and special assessments which would have been due during the lapsed period of membership (which sum shall not exceed a sum equal to the total of all special assessments during the termination period plus the amount of the last three (3) years of annual dues).

ARTICLE VI FEES, DUES AND ASSESSMENTS

SEC. 1. INITIATION FEE. The Board of Governors shall set the initiation fees for all PLA membership groups.

SEC. 2. ANNUAL DUES. At the Annual Membership Meeting, Owner Members shall vote, upon a Board of Governors' recommendation on the amount of the annual dues for all PLA membership groups. Annual dues become due on January 1st of each year, and shall be payable on or before March 1st of that year. The Board of Governors may pro rate annual dues for any new Member who joins the PLA late in the year.

SEC. 3. SPECIAL ASSESSMENTS. At the Annual Membership Meeting or any special meeting called to discuss a special assessment, Owner Members shall vote, upon a Board of Governors' recommendation of the amount of any special assessment and payment of any special assessment for all PLA membership groups.

SEC. 4. PAYMENT. All initiation fees, annual dues, special assessments and applicable taxes, if any, shall be payable to PLA through the Assistant Treasurer.

SEC. 5. PENALTIES. Any Member who fails to pay the annual dues or special assessments by March 1st of any year or by the time called for by such special assessment, as the case may be, shall forfeit the rights and privileges of PLA membership, and in addition, may become subject to the provisions of Article V, Sec.4. Any Associate Member with annual dues unpaid by March 1st shall automatically have their membership suspended and further revoked if no payment is received by March 15th. The Board of Governors reserves the right to charge penalties and/or place a lien on the property of Owner Members who have failed to pay dues or assessments within 60 days of the due date.

SEC. 6. HARDSHIP. Notwithstanding the provisions of Article VI Section 5, any Member may apply, in writing, not later than February 1st of any calendar year, to the Board of Governors for the Board of Governors consideration of a special arrangement for the payment of annual dues and special assessments due to hardship circumstances.

ARTICLE VII MEETING OF MEMBERS

SEC. 1. ANNUAL MEETING. PLA shall hold an annual meeting of its Members at 7:30 p.m. on the first Tuesday in December of each year at the Pinewood Lake Clubhouse, Pinewood Lake, Trumbull, Connecticut. Any change of date and/or time for the Annual Membership Meeting must be approved for the next year at this meeting. At each Annual Membership Meeting, the agenda shall include: Minutes of the last annual meeting, the report of the Officers, the reports of Special Committees, the reports of all Standing Committees, the election of Governors, the approval of the budget, the setting of annual dues for the following year, the approval of the number of Associate Members for the following year, old business and any new business.

SEC. 2. SPECIAL MEETINGS. At any time during the period between annual meetings, special meetings of PLA may be called by the President, or by a majority of the Executive Committee, or by a majority of the Board of Governors, or by ten percent or more of the Owner Members, in each case, either in writing or by vote. Special meetings shall be held at the Pinewood Lake Clubhouse, Trumbull, Connecticut, except in cases in which the notice of meeting designates some other place.

SEC. 3. NOTICE OF SPECIAL MEETINGS. Written or printed notice of every special meeting of the PLA shall be given to each Owner Member by leaving the same with the Owner Member, or at the Owner Member's residence or usual place of business, or by mailing it, postage prepaid and addressed to the Owner Member at the Owner Member's address as it appears upon PLA books and Records of the Association, at least ten days before such meeting. Notice of every special meeting shall state the place, day and hour of such special meeting and the business proposed to be transacted at that meeting; No business shall be transacted at such meeting except that specifically named in the notice.

SEC. 4. QUORUM. For purposes of determining a quorum, only one Owner Member from each Family Unit as defined in Article II Section I shall be counted as part of the quorum determination. At all meetings of Members the presence of twenty five Owner Members, in person or by proxy, shall be necessary to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Owner Members who are present in person or by proxy at the time and place fixed for the meeting, or at the time and place of an adjournment thereof, may adjourn the meeting, from time to time, but not for a period of over 30 days at any one time, without notice other than by announcement at the meeting, to permit a quorum to be obtained. At any such adjourned meeting, which has a quorum present, any business may be transacted which might have been transacted at the meeting as originally notified.

SEC. 5. VOTING. Only one Owner Member from each Family Unit as defined in Article II Section 1, may vote. The vote for Governors shall be by ballot. Any vote of any other matter before the membership shall be by ballot, if at least ten (10%) percent of the Owner Members, in person or by proxy, vote to have such voting by ballot.

SEC. 6. VOTING ON SPECIAL MATTERS. Motions or decisions involving the sale, acquisition or purchase of Association Property or amendments to the Charter or these By-Laws shall require a fifty five (55 %) percent affirmative vote of all Owner Members.

SEC. 7. PROXIES. Any Owner Member may vote either in person or by proxy, but no proxy which is dated more than one month before the meeting at which it is offered shall

be accepted, unless such proxy shall, on its face, name a longer period for which it is to remain in full force and effect. Every proxy shall be in writing, subscribed by the Member and dated, but need not be sealed, witnessed or acknowledged.

SEC. 8. LIST OF MEMBERS. At each meeting of the Members, a full, true and complete list in alphabetical order of all Members in Good Standing by type of membership shall be made available by the Membership Committee.

ARTICLE VIII BOARD OF GOVERNORS

SEC. 1. POWERS. PLA's affairs, except as otherwise provided by the Charter and these By-Laws, shall be conducted and managed by the Board of Governors. The Board of Governors shall keep books and records of its meetings, in accordance with Connecticut General Statutes Section 33-1235.

SEC. 2. ELECTION. The Board of Governors shall consist of not less than nine (9) and not greater than eighteen (18) Owner Members elected as follows: A Nominating Committee consisting of the six retiring Governors shall submit to the Board of Governors a slate of candidates from each of the six Plans by the November Board of Governors meeting. This slate of candidates shall be included in the notice of the Annual Membership Meeting. At the Annual Membership Meeting, the Owner Members of each Plan shall vote by ballot on their candidates and/or any other candidates nominated from the floor from their Plan. The candidate receiving a simple majority of votes in each Plan shall become the new Governor representing the Plan. The Governors shall be so elected, for a term of three years each. The term of one Governor from each Plan shall expire in each year. No Owner Member shall serve more than two successive terms as a Governor, unless there are no other candidates for that Plan. The term of office for Governors elected at this meeting shall commence the following January first for three calendar years.

SEC. 3. MEETINGS. The Board of Governors shall meet on or before the second Thursday following the Annual Membership Meeting for the purpose of the election of Officers, organizing the Committees of the Board of Governors and the transaction of other business. Regular meetings of the Board of Governors shall be held on the first Thursday of each month at 7:30 pm. Any changes to the date and time of any Board of Governors regular meeting must be approved at the previous Board of Governors meeting and new notice of such change shall be provided to the Members. Special meetings of the Board of Governors shall be held whenever called by the President, by a majority of the Executive Committee or by a majority of the Governors, either in writing or by vote. The Board of Governors shall hold its regular and special meetings at the Pinewood Lake Clubhouse or at such place or places as may be designated in a notice of the meetings.

SEC. 4. NOTICE OF SPECIAL MEETINGS OF THE BOARD OF GOVERNORS. Notice of the place, day and hour of every special meeting shall be given to each Governor at least five days before the meeting, by delivering the same to the Governor personally, or by leaving the same at the Governor's residence or usual place of business or by mail addressed to the Governor at the Governor's last known post office address according to PLA records. Notice of every special meeting shall state the business proposed to be transacted thereat, and no business shall be transacted at such meeting except that specifically identified in such notice.

SEC. 5. QUORUM. Nine members of the Board of Governors shall be necessary to constitute a quorum, for the transaction of business at every regular meeting and special meetings of the Board of Governors. If at any meeting there be less than a quorum present, a majority of those present may adjourn the meeting from time to time, but not for a period of over ten days at any one time, without notice other than by announcement at the meeting to permit a quorum to be obtained. At any such adjourned meeting, which has a quorum present, any business may be transacted which might have been transacted at the meeting which had been previously adjourned.

SEC. 6. VACANCIES. In case of any vacancy in the Board of Governors through death, resignation, the provisions contained in Article VIII, Section 7 (ii) below, or any cause other than removal, the Board of Governors shall elect a successor from candidates proposed by the remaining Governors from the Plan with such vacancy to become a replacement Governor for the unexpired term of said Governor.

SEC. 7. REMOVAL. (i) At any meeting of the Owner Members from any Plan called for the purpose of removing a Governor of such Plan from the Board of Governors, any non officer Governor from that Plan, may, by a vote of a majority of the Owner Members from that Plan, be removed from the Board of Governors, with or without cause, and another Owner Member from the same Plan be elected in the place of the person so removed, to serve for the remainder of the term. An Officer of the Association shall be removed only as provided for in Article IX, Section. 8.

(ii) Unless otherwise authorized by the Board of Governors, a Governor's absence from three (3) consecutive meetings or a total of six (6) meetings in a calendar year shall cause such Governor to no longer be a member of the Board of Governors. The vacancy of such Governor on the Board of Governors shall be filled in accordance with Article VIII, Section 6 above.

ARTICLE IX OFFICERS

SEC. 1. OFFICERS AND ELECTION. The PLA officers shall be a President, Vice-President, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer. PLA Officers shall be (i) Officers of the Board of Governors, and (ii) Owner Members. The Officers shall be elected annually by the Board of Governors at its first meeting following the Annual Membership Meeting. Each such Officer shall hold office commencing the following January 1st for one (1) calendar year, or until the Officer's successor shall have been duly chosen and qualified or until the Officer shall have resigned or shall have been removed in the manner provided in Article IX SECTION 8. Any vacancy in any of the Offices shall be filled for the unexpired portion of the term by the Board of Governors at any regular or special meeting of the Board of Governors. No Governor shall hold more than one office at one time. The President and Vice-President shall not serve more than two successive terms in their respective positions. The Secretary shall notify, in writing or by publication in a PLA newsletter, all PLA members of the names of the newly elected Officers within one month of their election.

SEC. 2. PRESIDENT. The President shall be the PLA's chief executive Officer. The President shall (i) when present, preside at all meetings of PLA and Board of Governors; (ii) have general charge and supervision of the affairs of PLA; (iii) sign and execute, in the name of PLA, all authorized deeds, mortgages, bonds, contracts, checks, drafts, or other instruments, except in cases in which the signing and execution thereof shall

have been expressly delegated to some other officer or agent of PLA; (iv) annually prepare a full and true statement of the affairs of PLA which shall be submitted at the Annual Membership Meeting, (v) in general, perform all duties incident to the office of a president of non-stock corporation, and such other duties as, from time to time, may be assigned to him or her by the Board of Governors, (vi) be an Owner Member and a present or past member of the Board of Governors, and (vii) be an ex-officio member of all Special Committees.

SEC. 3. VICE-PRESIDENT. At the request of the President, or in the President's absence, or disability, or resignation, the Vice-President shall perform all of the duties of the President, and when so acting shall have the powers of the President; and shall perform such other duties as, from time to time, may be assigned to him or her by the Board of Governors or the President. The Vice President shall be an Owner Member and a present or past member of the Board of Governors.

SEC. 4. SECRETARY. The Secretary shall (A) keep the minutes of (i) PLA meetings, (ii) the Board of Governors meetings, and (iii) all Executive Committee meetings, in archives provided for the purpose; (B) see that all notices are duly given in accordance with the provisions of these By-Laws, or as required by law; (C) be custodian of PLA records and of the PLA corporate seal, (D) see that the corporate seal is affixed to all documents the execution of which, on behalf of PLA, under its seal, is duly authorized, and when so affixed may attest the same; (E) in general, perform all duties incident to the office of a secretary of non-stock corporation, and such other duties as, from time to time, may be assigned to the Secretary by the Board of Governors or by the President. During the Secretary's term in office, the Secretary shall not be obligated to pay annual dues.

SEC. 5. TREASURER. The Treasurer shall (i) have charge of and be responsible for all funds, securities, receipts and disbursements of PLA, (ii) deposit, or cause to be deposited in the name of PLA, all monies or other valuables in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Governors; (iii) countersign all checks and drafts for payments from PLA funds; (iv) render to the Board of Governors and the President, whenever requested, an account of the PLA financial condition, and (v) in general, shall perform all the duties incident to the office of a treasurer of non-stock corporation, and such other duties as may be assigned to the Treasurer by the Board of Governors or by the President. During the Treasurer's term in office, the Treasurer shall not be obligated to pay annual dues.

SEC. 6. ASSISTANT SECRETARY. The Assistant Secretary shall (i) assist the Secretary in the performance of the Secretary's duties as outlined in Article IX Section 4 to the extent delegated to the Assistant Secretary by the Secretary; and (ii) in general, perform all duties incident to the office of an assistant secretary of a non-stock corporation, and such other duties as may be assigned to him or her by the Board of Governors or by the President. During the Assistant Secretary's term in office, the Assistant Secretary shall not be obligated to pay annual dues.

SEC. 7. ASSISTANT TREASURER. The Assistant Treasurer shall (i) assist the Treasurer in the performance of the Treasurer's duties as outlined in Article IX, Section 5 to the extent delegated by the Treasurer; (ii) be responsible for the issuance of notices for, and collection of, all fees, annual dues and special assessments; (iii) submit a list of delinquent members to the Board of Governors and the Membership Committee for action as provided in Article VI, Section 5, and (iv) in general, perform all duties incident

to the office of an Assistant Treasurer of a non-stock corporation, and such other duties as may be assigned to the Assistant Treasurer by the Board of Governors or by the President. During the Assistant Treasurer's term in office, the Assistant Treasurer shall not be obligated to pay annual dues.

SEC. 8. REMOVAL. Any PLA officer may be removed, with or without cause, by the vote of two-thirds (2/3) of the entire Board of Governors or of fifty five (55%) percent of all PLA Owner Members, in Good Standing, at a special meeting called for that purpose.

ARTICLE X EXECUTIVE COMMITTEE

SEC. 1. POWERS AND DUTIES. The Executive Committee shall consist of the six (6) Officers. During the intervals between the meetings of the Board of Governors, the Executive Committee shall possess and exercise, in addition to the powers conferred upon it by these By-Laws, all the powers of the Board of Governors, authorized to the Executive Committee, for the management of the business and affairs of PLA. The Executive Committee shall keep records of its transactions. All Executive Committee actions shall be reported to the Board of Governors at the immediate next meeting succeeding such action. All such Executive Committee actions shall be ratified by the Board of Governors.

SEC. 2. MEETINGS. The Executive Committee shall meet (i) as provided by its own rules, (ii) by resolution of the Board of Governors, (iii) at the call of the President or of any two Members of the Executive Committee. Unless otherwise provided by its rules or by resolution, the provisions of Article VIII Sections 2 and 3 of relating to the place of holding and notice required of meetings of the Board of Governors shall govern the Executive Committee. A majority of the Executive Committee shall be necessary to constitute a quorum.

ARTICLE XI OTHER COMMITTEES

SEC. 1. APPOINTMENT AND FUNCTIONS. The President shall appoint, subject to the approval of the Board of Governors, the Special Committees provided for in this Article XI. At least one Member, but not necessarily the Chairman, of each committee shall be appointed from the Board of Governors. The functions and responsibilities of each Committee shall be determined and assigned by the President, subject to the approval of the Board of Governors. Any Committee, except the Membership, Nominating, Review, and Budget Committees, may be dissolved, or any Member of any Committee may be replaced at the pleasure of the President, subject to the approval of the Board of Governors.

SEC. 2. MEMBERSHIP COMMITTEE. The Membership Committee shall (i) consist of one Owner Member from each of the six Plans, (ii) be appointed to consider membership applications and make recommendations as specified in Article III of these By-Laws, (iii) be a Special Committee of the Board of Governors, and (iv) have the discretion to invite applicants to a meeting of the Board of Governors. The Membership Committee shall develop, maintain and keep updated the PLA's member database. PLA shall solely own the PLA member database.

SEC. 3. NOMINATING COMMITTEE. The Nominating Committee shall (i) consist of the six retiring Members of the Board of Governors and the current Vice President, or in the absence of the current Vice President, the immediate past President, serving as Chairman, (ii) submit a slate of candidates to the Board of Governors as specified in Article VIII, Section 2 hereof, and (iii) be a Special Committee of the Board of Governors.

SEC. 4. REVIEW COMMITTEE. The Review Committee shall (i) consist of three (3) Owner Members, who are not members of the Board of Governors, appointed by the Board of Governors to review (A) the PLA financial records, and (B) the operations of the PLA, (ii) present a report at the Annual Membership Meeting, (iii) report directly and exclusively to the PLA Membership, and (iv) be a Standing Committee of the Board of Governors.

SEC. 5. BUDGET COMMITTEE. A Budget Committee shall (i) consist of the President, Vice President, Treasurer, the Chairperson of the Membership Committee, and one other Owner Member not on the Board of Governors, (ii) prepare a Budget for the ensuing fiscal year, to be presented at the November meeting of the Board of Governors, and (iii) be a Special Committee of the Board of Governors. After approval by the Board of Governors, the Budget shall be presented at the Annual Membership Meeting. The Chairperson of the Budget Committee shall be the President.

SEC. 6. OTHER COMMITTEES. The President may, from time to time, appoint and create ad hoc Committees to assist the Board of Governors in governing the affairs of PLA.

ARTICLE XII MISCELLANEOUS PROVISIONS

SEC. 1. PARLIAMENTARY AUTHORITY. The rules contained in "Robert's Rules of Order Revised Latest Edition" shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

SEC. 2. BONDING OF OFFICERS. The Board of Governors may require any officer, agent, or employee of the Association, affiliates or publications to be bonded in such amount as may be deemed necessary.

SEC. 3. SEAL. The corporate seal shall bear the name of the Association and the words "Incorporated 1944, Connecticut," and a fitting design as selected by the Membership.