

**CONSTITUTION OF
AMSTON LAKE IMPROVEMENT ASSOCIATION, INC. (ALIA)**

ARTICLE I – NAME AND LOCATION

1.1 The name of this corporation, which is a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Connecticut, is Amston Lake Improvement Association, Inc. (hereinafter "ALIA"). The corporation does business as and is also known as the Amston Lake Association ("ALA").

1.2 The principal office of this corporation shall be situated in the State of Connecticut at 16 Wood Acres Road, Amston CT, 06231.

ARTICLE II – PURPOSE

2.1 General Purpose. The Corporation is organized and operated for the following general purposes:

i) Exclusively as a social club organized and operated for the pleasure and recreation of its members within the meaning of §501(c)(7) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law.

ii) To exercise such of the rights, powers, duties, and authority of a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Connecticut which are consistent with the preceding paragraph.

iii) The ALIA shall not engage in the business of making its social and recreational facilities available to the general public. Further, the ALIA shall not make any solicitation of the general public to utilize club facilities.

2.2 Specific Purposes. The specific purposes of the Corporation include, without limitation, the following:

The purpose shall be to foster community spirit and appreciation, promote community activities and inform the community of events and activities.

ARTICLE III – MEMBERSHIP

3.1 Membership. The membership of the Association shall be restricted to non-corporate property owners and residents of the Amston Lake District.

ARTICLE IV – OFFICERS

4.1 The officers, all of whom shall be residents of the Amston Lake Taxing District, shall be a President, a Vice-President, a Secretary, and a Treasurer. The officers shall serve for a one (1) year term. The Secretary's office may consist of a Recording and Corresponding Secretary. The Treasurer's office may consist of a Treasurer and an Assistant Treasurer.

ARTICLE V – MEETINGS

5.1 There shall be nine (9) regular business meetings (open to all members in good standing) each year, typically held on the second Tuesday of the month from March through November. The board at its discretion may choose to change the meeting date with proper notice to members.

5.2 The August meeting shall be the Annual Meeting.

5.3 Additional meetings may be called at any time by the President, with the approval of the Board of Directors or by a petition to the President, signed by ten (10) members in good standing provided notice is posted electronically on the Association's social media platforms, and website at least ten (10) days prior to such meeting.

ARTICLE VI - FINANCIAL YEAR

6.1 The financial year shall begin on January 1st, of each year. The annual dues, or membership fee shall be recommended by the Board of Directors for approval at the annual membership meeting.

ARTICLE VII – GENERAL PROVISIONS

7.1 The Board of Directors shall have the power to declare any office vacant and to suspend any member for cause.

7.2 Removal, Resignation. Any officer or director may resign from office at any time by giving written notice thereof to an officer of ALIA. Any officer or director may be removed for with or without cause by a two-thirds (b) vote of all of the other officers' directors then in office.

Cause for removal exists (without limiting other causes for removal) whenever a director:

- i) fails to attend three (3) consecutive regular meetings of the Board of Directors, notwithstanding that he or she otherwise qualifies for office;
- ii) is convicted of a felony;
- iii) has committed a material breach of his or her fiduciary duty;
- iv) has committed an act of moral turpitude; or
- v) ceases to be a member in good standing of the ALIA while in office as an officer or director.

7.3 Filling of Vacancies. Any vacancy occurring on the Board of Directors may be filled by a vote of the majority of the remaining directors. A director so chosen shall serve for the balance of the unexpired term of the vacant office. If the Board of Directors accepts the resignation of a director, tendered to take effect at a future time, the Board may elect a successor to take office when the resignation becomes effective for the balance of the unexpired term of the resigning director. However, the Board has the power to fill or leave unfilled, until the next election, all vacancies occurring on the Board, including those created by an authorized increase in the number of directors. In the event that the Board decides not to fill a vacancy for a director whose office is subject to election by the voting membership, the President may call a special meeting of the voting members to elect such director. In the event that less than a quorum of the Board remains to fill vacancies, then in that event, a vote of one hundred percent of the remaining directors shall be required to fill any vacancy.

ARTICLE VIII – ADOPTION AND AMENDMENTS TO CONSTITUTION

8.1 Adoption. Except as otherwise provided herein with respect to greater voting requirements, [or provisions which are not subject to amendment,] if any, this Constitution may be adopted, amended, restated or repealed by a majority of the Board of Directors or a majority of the voting membership.

8.2 Inspection of the Constitution. The original or copy of this Constitution, as amended or otherwise altered to date, certified by the Secretary, shall at all times be kept in the principal office of the Corporation for the transaction of business, and shall be open to inspection by the members, officers and directors. An electronic copy will also be available on the ALIA website.

**BYLAWS OF
AMSTON LAKE IMPROVEMENT ASSOCIATION, INC. (ALIA)**

ARTICLE I - OFFICERS

1.1 President: The President shall preside at all meetings, serve as Chairman of the Board of Directors, deliver the annual report, and perform all other duties usually belonging to the office. The president will serve as the liaison and ALIA representative in matters relating to the Amston Lake District (ALD). In case of the President's absence or disability, the duties shall be performed by the Vice-President, and in the absence of both, by the Secretary. The President shall act as ex-officio member of all committees of the Association and shall appoint chairmen of all standing / special committees. The President's office, at the discretion of the Board of Directors, may spend an amount, not to exceed one hundred fifty dollars (\$150.00) for expenses without prior approval from the board of directors. Expenditures will need to be reported to the Treasurer and reimbursed.

2.1 Vice-President: The Vice-President shall be responsible for clubhouse usage and oversees the duties of the House Manager. The Vice-President's office, at the discretion of the Board of Directors, may spend an amount, not to exceed one hundred dollars (\$100.00) for expenses without prior approval from the board of directors. Expenditures will need to be reported to the Treasurer and reimbursed.

3.1 Secretary: The Secretary shall keep a correct report of all the business meetings. The Secretary notifies members of all special meetings ten (10) days before the session. The Secretary's office, at the discretion of the Board of Directors, may spend an amount, not to exceed fifty dollars (\$50.00) for expenses without prior approval from the board of directors. Expenditures will need to be reported to the Treasurer and reimbursed.

4.1 Treasurer: The Treasurer shall receive, collect, and hold all Association money. In paying out any Association funds, checks are to be signed by the Treasurer or President. The expenditure of funds is subject to the approval of the Board of Directors (except as noted). The Treasurer presents a Treasurer's Report at business meetings. In addition, the Treasurer shall formulate an annual report from January 1 through December 31 each year to determine a proposed budget. The treasurer's office, at the discretion of the Board of Directors, may spend an amount, not to exceed fifty dollars (\$50.00) for expenses without prior approval from the board of directors. Expenditures will need to be reported to the President and reimbursed.

5.1 Board of Directors: The Board shall determine the policies of the Association, and act in an advisory capacity steering the activities of the various committees. The Board shall fill any vacancies which may occur among the officers and committees. The Board shall provide an annual budget report at the ALIA annual meeting. No appropriation may be made without the approval of the Board except as previously stated.

ARTICLE II - PROHIBITED ACTIVITIES

2.1 Actions Jeopardizing Tax Status. This Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under §501(c)(7) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

2.2 The ALIA may not participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office.

2.3 Private Inurement. No part of the net income or net assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or members. Specifically, club revenue generated from nonmembers shall not be used to the personal advantage of the members (such as in reduced dues, improved facilities, and the like).

2.4 Non-Discrimination. In the conduct of all aspects of its activities, ALIA shall not discriminate on the grounds of race, color, national origin, gender, sexual orientation, or disability.

2.5 Conflicts of Interest. A conflict of interest occurs when a person under a duty to promote the interests of the Corporation (a "fiduciary") is in a position to promote a competing interest instead. Undisclosed or unresolved conflicts of interest are a breach of the duty to act in the best interests of the ALIA and work to the detriment of the ALIA.

2.6 Typical Conflict Situations. Conflicts of interest are likely to arise whenever a fiduciary has a personal interest in a vendor of goods or services to the ALIA.

2.7 Discharging Conflicts of Interest. All conflicts of interest must be disclosed to the Board of Directors. After disclosure is made, the individual with a conflicting interest must not participate in judging the merits of that interest. That is, such individual must abstain from voting on, or recommending a course of action with respect to, the situation giving rise to the conflict. When these are done, the conflict of interest has been properly discharged.

2.8 Preventing Conflict Situations. The Corporation, through the Board of Directors, shall encourage all fiduciaries to prevent conflicts of interest where possible. i) Fiduciaries should refuse to enter into self-dealing relationships with the Corporation as a vendor. ii) Fiduciaries should not accept anything but gifts of insubstantial value from vendors.

ARTICLE III – MEMBERSHIP

3.1 Voting Rights. Each Adult household member in good standing shall be entitled to cast one vote with respect to those matters submitted to the members for action or approval. There shall not be any voting of members by proxy. Votes may be taken by voice, electronically, by a show of hands, or by written ballot.

3.2 Membership Dues. All member households shall pay annual membership dues to ALIA in such amounts and in such manner as the Board of Directors determines from time to time. Each year the Board of Directors shall specify a date, and give all members prior written notice thereof, when membership dues are due, and permit members to pay their dues at any time within ninety (90) days thereafter.

3.3 Notice of Meetings of Members. Notice of each regular and special meeting shall be given to each member entitled to vote thereat, either by website posting, email, posted signs or other electronic means and shall specify the place, day, and hour of the meeting and shall state the general nature of the business to be considered in such meeting. The notice of the annual meeting shall designate it as such.

3.4 Quorum. The presence in person of five (5) voting members (including any two board members) shall constitute a quorum. The members present in person at such meeting may continue to do business until adjournment whether or not a quorum is present, the meeting may be adjourned by a vote of the members present.

3.5 Termination of Membership. The membership of each ALIA member will terminate upon the member's death, resignation, expulsion, or failure to pay dues. Members terminated as a result of expulsion may not renew their ALIA membership without obtaining the affirmative vote of at least two-thirds of all the directors.

3.6 Suspension and Expulsion. Any member may be suspended or expelled from membership with or without cause upon the affirmative vote of at least two-thirds of all the directors if, in the discretion of the Board as indicated by such vote, such suspension or expulsion would be in the best interests of the ALIA. Nothing in these Bylaws shall be construed as granting to any member a continued membership or expectation of membership in the ALIA.

ARTICLE IV - COMMITTEES

4.1 At the annual meeting there shall be established the following standing committees which shall serve for one year:

Social Committee – The Committee shall consist of a chairman appointed by the President at the annual meeting and at least two (2) committee members chosen by the chairman. Committee shall arrange and provide a variety of social events for the community. The Social Directors shall oversee supplies and inventory for all events. Expenditures for any event must be approved by the Board of Directors and reported to the Treasurer for reimbursement.

Fundraising/Merchandise Committee: The committee is headed by a chairman appointed by the president and is responsible for the sale of fundraising merchandise. The committee chairman may choose committee members. The Fundraising/Merchandise Director may maintain a cash fund, without Board approval, not to exceed \$100. Funds may be collected from the Treasurer in advance to cover Board-approved expenses. Expenditures from the fund are to be reported to the Treasurer for reimbursement.

Public Relations/Communications Committee: Two (2) Co-chairs responsible for relaying information that encourages membership and community participation. This includes postings to the organization's Facebook page, website, and community signage. The co-chairs may maintain a cash fund, not to exceed \$100 for expenses. Expenditures from the fund to be reported to the Treasurer for reimbursement.

House Committee: The House Committee shall be led by the house manager who is responsible for (a) clubhouse maintenance and (b) usage management and will be under the direction of the Vice-President. These duties may also be combined and conducted by the same person, if desired. The House Manager shall keep the clubhouse and grounds in good repair with the goal of obtaining volunteers, from the membership, who are willing to provide labor and/or materials. All housekeeping duties shall be delegated or arranged. The House Committee Chairman shall submit an itemized report to the Board of Directors for any repairs or improvements required. House expenses of up to one hundred fifty dollars (\$150.00) may be reimbursed by the Treasurer without prior Board approval. (b) The Usage Manager shall manage all clubhouse usages including contracts, deposits, housekeeping duties, and supplies.

Special Committees. The Board may establish such special committees as it deems appropriate from time to time. Special committees shall have the duties and responsibilities as the Board shall designate from time to time.

ARTICLE V – AUDITOR

5.1 At least one month prior to the annual meeting the Board shall appoint a member who, is not an officer or director, to serve as Auditor and to report at the ALIA annual meeting.

ARTICLE VI – ELECTIONS

6.1 At the July meeting the President shall appoint an election coordinator (member in good standing), who shall not be an officer or Director. The election coordinator shall present the slate of candidates to the members at the annual meeting. Nominations from the floor will then be in order.

ARTICLE VII – INDEMNIFICATION

7.1 Right to Indemnification. Each person who was or is a party to or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (hereinafter referred to as a “proceeding”), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or, while serving as a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, whether the basis of the proceeding is alleged action in an official capacity as a director, officer, employee, or agent or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by state law, as it exists or may be amended (but, in the case of any such amendment, only to the extent that the amendment permits the corporation to provide broader indemnification rights than state law permitted the Corporation to provide before the amendment), against all expenses, liability, and loss (including attorney fees, judgments, fines, or penalties and amounts to be paid in settlement) reasonably incurred by the person in connection therewith, and the indemnification shall continue for a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, that except as provided in the next section with respect to proceedings seeking to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding, or part thereof, initiated by the person only if the proceeding, or part thereof, was authorized by the board of directors of the Corporation. To the extent authorized by state law, the Corporation may, but shall not be required to, pay expenses incurred in defending a proceeding in advance of its final disposition. The right to indemnification conferred in this article shall be a contract right.

7.2 Insurance. The Corporation purchases and maintains insurance on behalf of any person who is or was a director, officer, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify the person against the liability under these bylaws or the laws of the state of Connecticut.

7.3 Changes in Connecticut Law. If there is any change of the Connecticut statutory provisions applicable to the Corporation relating to the subject matter of this Article, then the indemnification to which any person shall be entitled under this Article shall be determined by

the changed provisions, but only to the extent that the change permits the Corporation to provide broader indemnification rights than the provisions permitted the Corporation to provide before the change. Subject to the next Section, the Board of Directors is authorized to amend these bylaws to conform to any such changed statutory provisions.

7.4 Impact of Tax-Exempt Status. The rights to indemnification set forth in this Article are expressly conditioned upon such rights not violating the Corporation's status as a tax-exempt organization described in §501(c) of the Internal Revenue Code of 1986, as amended.

ARTICLE VIII - OTHER FINANCIAL MATTERS

8.1 Property of the Corporation. The title to all property of the Corporation, both real and personal, shall be vested in the Corporation.

8.2 Disposition Upon Dissolution. Upon the dissolution or winding up of the Corporation, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these Bylaws, all of the business, properties, assets and income of the Corporation remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed to a nonprofit fund, association, or corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of this Corporation, as may be determined by the Board of Directors of this Corporation in its sole discretion, and which has established its tax exempt status under §501(c)(7) of the Internal Revenue Code of 1986, as amended.

8.3 Financial Accounts. The Corporation may establish one or more checking accounts, savings accounts or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Board of Directors to hold, manage or disburse any funds for Corporation purposes. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer(s) or agent(s) of the Corporation, and in such manner, as is determined by the Board of Directors from time to time.

8.4 Liability of Directors and Officers. No director or officer of the Corporation shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Corporation's assets for payment. Further, neither any officer, the Board nor any of its individual members shall be liable for acts, neglects or defaults of an employee, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following of done in good faith: errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law.

8.5 Liability of Members. No member of the Corporation shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Corporation's assets for payment.

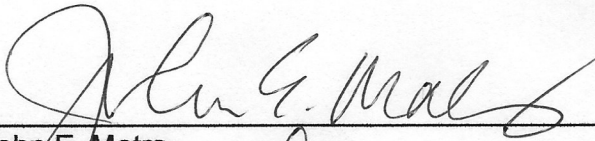
8.6 Property Interests Upon Termination of Membership. Members have no interest in the property, assets or privileges of the Corporation. Cessation of membership shall operate as a release and assignment to the Corporation of all right, title and interest of any member, but shall not affect any indebtedness of the Corporation to such member.

ARTICLE - IX AMENDMENTS TO BYLAWS

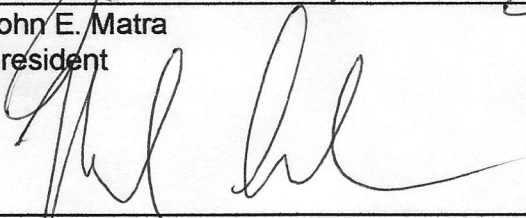
9.1 Adoption. Except as otherwise provided herein with respect to greater voting requirements, [or provisions which are not subject to amendment,] if any, these Bylaws may be adopted, amended, restated or repealed by a majority of the Board of Directors or a majority of the voting membership.

9.2 Inspection of Bylaws. The original or copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall at all times be kept in the principal office of the Corporation for the transaction of business, and shall be open to inspection by the members, officers and directors. An electronic copy will also be available on the ALIA website.

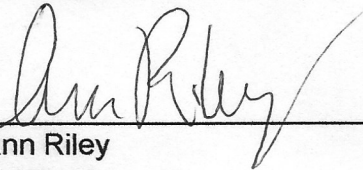
These amended Constitution and Bylaws were adopted at a meeting of the Board of Directors of the Amston Lake Improvement Association, Inc. on August 20, 2022.



John E. Matra
President



Nick Salerno
Vice-President



Ann Riley
Treasurer



J.D. Wilcox
Secretary

