

AMENDED AND RESTATED BY-LAWS  
OF  
MORIN HEIGHTS ESTATES PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION. The name of the association is Morin Heights Estates Property Owners Association, Inc., hereinafter referred to as the "Association". The principal office of the association shall be located in Fairfax, but meetings may be held within or without this State as may be provided in the By-Laws.

ARTICLE II  
DEFINITIONS

Section 1. "Association" shall mean and refer to Morin Heights Estates Property Owners Association, Inc., its successors and assigns.

Section 2. "Property" shall mean and refer to that certain real property described in the Declaration April 6<sup>th</sup>, 2021 as depicted on a Plat entitled "Morin Lots 1, 51, & A - H, Boundary Line Adjustment and Subdivision Plat," (with the exception of lot 1, which is not subject to the declaration) drawn by David Tudhope, dated July 23rd, 2020, and recorded at Map Slide 411A of the Town of Fairfax Land Records (hereinafter referred to as the "Plat"), and on a plan entitled "Morin Lots 1, 51 & Remaining Land Boundary Line Adjustment Plan", (with the exception of lot 1, which is not subject to the declaration) drawn by David Tudhope, dated July 23, 2020 and recorded at Map Slide 410B of The Town of Fairfax Land Records (hereinafter referred to as the "Plan"), and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Unit which is a part of the Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 4. "Declarant" shall mean and refer to Ronald Morin, Trustee of the Ronald Morin Revocable Trust u/t/a dated 12/16/99, and Deanne Morin, Trustee of the Deanne Morin Revocable Trust u/t/a dated 12/16/99, their heirs, successors and assigns.

Section 5. "Declaration" shall have the same meaning as those terms have in the Amended and Restated Declaration of Covenants, Conditions and restrictions dated August 6<sup>th</sup>, 2021, by Ronald Morin as Trustee of the Ronald Morin Revocable Trust, and Deanne Morin as Trustee of the Deanne Morin Revocable Trust and recorded in Volume 297, page 732 of the Town of Fairfax Land Records.

Section 6. "Member" shall mean and refer to those persons entitled to membership as Owners of Units.

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Of Fairfax Land Records  
ATTEST: Lynn D. Parah, Town Clerk

Section 7. "Unit" shall mean and have definition as set forth in the Declaration.

Section 8. Any other terms not specifically defined in this Article I, but which are defined in the Declaration, for purposes of these By-Laws, have the meaning as set forth in the Declaration.

### ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one (1) year from date of the sale of three (3) or more Units, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter, at the hour of 1:00 P.M. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday. Failure to hold the annual meeting at the designated time or place shall not work a forfeiture or dissolution of the Association.

Section 2. Notice of Meetings. Written notice of regular or special meetings of the members shall be given by or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat and addressed to the members' address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, be given by posting notice of same at least fifteen (15) days prior to the meeting in a public and conspicuous place with the Development.

Section 3. Quorum. The presence at a meeting of one-half (1/2) of the members entitled to vote or their proxies of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 4. Voting. Each Unit shall be entitled to one (1) vote, except that so long as Morins retain development rights under Article VIII of the Declaration they shall be entitled to three (3) votes for each Unit they own.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

### ARTICLE IV EXECUTIVE BOARD: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by an Executive Board of at least three (3) Directors, who need not be members of the Association. The Executive Board

shall be initially appointed by the Declarants. Said power of appointment shall continue for period, and subject to the provisions of the Section 8.9 of the Declaration.

Section 2. Term of Office. Directors shall hold office for a period of one (1) year.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation, or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Resignation. Any director may resign at any time by written notice to the Executive Board. Such resignation shall take effect on the date of receipt of such notice or at any length of time specified herein. Unless otherwise specified therein, acceptance of such resignation by the Board shall not be necessary to make it effective.

Section 5. Compensation. No director shall receive compensation for any service he/she may render to the Association. However, any director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

Section 6. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

#### ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. After termination of Declarants' control of the Board pursuant to Section 8.9 of the Declaration, nomination for election to the Executive Board shall be made by a Nominating Committee. Nominations may also be made from the floor of the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Executive Board, and one or more members of the Association. The Nominating committee shall be appointed by the Executive Board prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2. Election. After termination of Declarants' control of the Board pursuant to Section 8.9 of the Declaration, election to the Executive Board shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

#### ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. A regular meeting of the Directors shall be held without notice immediately after and at the same place as the annual meeting of members. The Board may by resolution provide the time and place for holding an additional regular meeting without notice other than by such resolution.

Section 2. Special Meetings. Special meetings of the Executive Board shall be held when called by the President of the Association, or by any directors, after not less than three (3) days notice to each director.

Section 3. Quorum and Voting. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Action Without a Meeting. The directors may act without a meeting in instrument signed by all directors provided that such instrument is in the Minute Book. Any action so taken shall have the same effect as though taken at a meeting of the directors.

#### ARTICLE VII POWER AND DUTIES OF THE EXECUTIVE BOARD

Section 1. Powers. The Executive Board shall have the power to: (a) suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(b) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, or the Declarations; provided, however, that the Board may not mortgage, pledge, deed in trust, or hypothecate any real or personal property as security for money borrowed or debts incurred nor participate in mergers and consolidations without the assent of three-fourths (3/4) of the members;

(c) declare the office of a member of the Executive Board to be vacant in the event such member be absent from three (3) consecutive meetings of the Executive Board; and

(d) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Executive Board to:

(a) cause to be kept a complete record of all its acts and corporate affairs;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declarations to:

(1) fix the amount of the annual assessment against each Unit at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each assessment period; and

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers and employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

(g) cause the Common Elements and Limited Common Elements to be maintained, repaired, and replaced as needed.

(h) to see that all other responsibilities and duties of the Association under the Declaration are carried out.

#### ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Designation of Officers. The principal officers of the Association shall be the President, the Vice President, the Secretary and the Treasurer, all of whom shall be elected by the Executive Board. The Executive Board may appoint an assistant secretary and such other officers as in its judgment may be necessary. The President and Vice President, but no other officers, need be members of the Executive Board.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Executive Board following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

Section 7. Duties. The duties of the officers are as follows:

**PRESIDENT**

The President shall be the Chief Executive Officer of the Association. He/she shall preside at all meetings of the Members and the Executive Board. He/she shall have all of the general powers and duties which are incident to the office of President of an association organized under the laws of the State of Vermont including, but not limited to, the power to appoint committees from among the Members from time to time as he/she may in his/her discretion decide is appropriate to assist in the conduct of the affairs of the Association. The President shall see that the orders and resolutions of the Board are carried out.

**VICE-PRESIDENT**

The Vice-President shall act in the place and stead of the President in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.

**SECRETARY**

The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; service notice to meetings of the Board and of the members; keep appropriate current records showing the members of the Association with their addresses, and shall perform such other duties as required by the Board.

**TREASURER**

The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Executive Board; shall sign all checks and promissory notes of the Association; keep proper books of accounts, cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the members.

**AGREEMENTS, CONTRACTS, DEEDS, CHECKS, ETC.**

All agreements, contracts, deeds, leases, checks and other instruments of the Association shall be executed by any two officers of the Association or by such other person or persons as may be designated by the Executive Board. Vouchers for the payment of Association funds shall be approved by the Treasurer before payment.

**COMPENSATION OF OFFICERS**

No officer shall receive any compensation from the Association for acting as such. Except that officers may be reimbursed for out of the pocket expenses or may be paid services rendered if so voted at membership meeting.

Section 8. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

ARTICLE IX  
COMMITTEES

The Association shall appoint a Nominating Committee, as provided in the By-Laws and such other committees as deemed appropriate in carrying out its purpose.

ARTICLE X  
BUDGET AND ASSESSMENT

Section 1. Directors' Proposal. At least thirty (30) days before the annual members' meeting, the Executive Board shall submit to the members a proposed budget for the ensuing year which sets forth the anticipated income and operating expenses of the Association for the ensuing year, in accordance with Article XIX of the Declaration.

Section 2. Members' Adoption. The budget shall not become final until submitted to the annual meeting of the members who may either adopt them as presented or adopt them in some revised fashion. The annual assessment shall take effect from the first month following this adoption and shall be payable at least annually.

Section 3. Supplemental Assessment. If during any fiscal year the Executive Board determines that the annual assessments for that year are less than operating expenses actually incurred or are likely to be incurred, the Board may recommend a supplemental assessment and convene a special members' meeting for the purpose of acting upon such recommendations. Such a supplemental assessment shall be payable in accordance with the resolution authorizing the same.

Section 4. Capital Assessments. The Association may levy a capital assessment covering a period longer than the year in which it is voted for the purpose of defraying the costs of constructing, reconstructing, adding to, replacing or otherwise improving a capital improvement upon the Common Element provided that same is duly adopted by the members voting at any annual or special meeting called for that purpose. Such capital assessment shall be payable in accordance with the resolution authorizing the same provided, however, that Ronald Morin, Trustee of the Ronald Morin Revocable Trust u/t/a dated December 16, 1999, and Deanne Morin, Trustee of the Deanne Morin Revocable Trust u/t/a dated December 16, 1999, shall not be responsible for the payment of any such capital improvement, assessment, unless they vote in favor thereof. Also, the Association may levy in any assessment year a special assessment for capital improvement to Limited Common Interests provided that any such special assessment shall have the assent of all of the Unit Owners whose lots have the benefit of the Limited Common Element to be reconstructed, repaired or replaced by such capital improvement.

Section 5. Payment Liability. Each member shall be liable to the Association for payment in the full amount of all assessments attributable to the Unit and he/she may not exempt or discharge him/herself from liability for payment thereof by not using or waving his right to use the Association Property or Common or Limited Common Element. Any delinquency shall be a lien upon the land and may be foreclosed by the Association.

Section 6. Delinquent Costs. If a member fails to pay when any assessment is due, he shall be liable for interest from the date at the rate of eight percent (8%) per annum, or such other rate not to exceed the legal rate as determined by the Board, and further, in the event collection is required, the Member shall be responsible for any attorney's fees or costs in connection with the collection of the same including the costs of foreclosure if necessary.

Section 7. Suit and Attachment. The Association may bring suit against the Member for collection of delinquent assessments and it may, as an incident thereof, make an attachment against the Member's property.

Section 8. Suspension of Rights. The Association may suspend the right of a delinquent Member to vote at membership meetings, and once suspended, the right shall not be restored until the amount of the assessment has been paid in full together with all interests and costs of collection.

#### ARTICLE XI BOOKS AND RECORDS

Section 1. Records and Audits. The Executive Board, or the managing agent, shall keep detailed records of the actions of the Executive Board, and the managing agent, minutes of the meetings of the Executive Board, minutes of the meetings of the Unit Owners; and, financial records and books of account for the Association, including a chronological listing of receipt and expenditures, as well as a separate account for each unit which, among other things, shall contain the amount of each assessment of common charges against such unit, the date when due, the amounts paid thereon, and the balance remaining unpaid. The Executive Board shall present to the members at the annual meeting a written statement concerning the Association acts and affairs, or at any special meeting upon the request in writing on one-half (1/2) of the members. A written report summarizing all expenses and expenditures of the Association shall be rendered by the Executive Board to all Unit Owners at least annually. The books, records, papers, and By-Laws of the Association shall be available to its members at the principal office of the Association and copies of same shall be made available to members at a reasonable cost.

#### ARTICLE XII AMENDMENTS

Section 1. Vote Required. These By-Laws may be amended at an annual members meeting or at a special meeting of the members called for that purpose by a vote of seventy-five percent (75%) of all members of the Association, and in addition must include the affirmative votes of Declarants.

Section 2. Conflicts. In the case of any conflict between the By-Laws, the Declaration shall control.

#### ARTICLE XIV GENERAL PROVISIONS

Section 1. Severability. The invalidation of any provision of these By-Laws shall no way effect any other provisions which shall remain in full force and effect.

Section 2. Captions. The captions herein are inserted only as a matter of convenience and for reference, and in no way define, limit or describe the scope of these By-Laws, or the intent of any provisions thereof.


Section 3. Gender. The use of the masculine gender in these By-Laws shall be deemed to include the feminine gender, and also the neuter gender, and the use of the singular shall be deemed to include the plural whenever the context to requires.

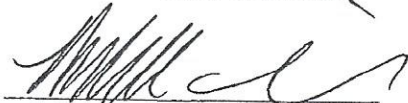
Section 4. Waiver. No restriction, condition, obligation or provisions contained in these By-Laws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches thereof which may occur.

ARTICLE XV  
FISCAL YEAR


The fiscal year of the Association shall begin on 1st day of January and end on the 31st day of December of every year.

IN WITNESS WHEREOF, WE, being all of the Board of Directors of MORIN HEIGHTS ESTATES PROPERTY OWNERS ASSOCIATION, INC., have hereunto set our hands this 13<sup>th</sup> day of July 2022.

  
Deanne Morin, President

  
Michelle Morin, Secretary

  
Deanne Morin, Director

  
Michelle Morin, Director

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am duly elected and acting Secretary of the Morin Heights Estates Property Owners Association, Inc., and;

THAT foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Executive Board thereof, held on the 13<sup>th</sup> day of July, 2022.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 13<sup>th</sup> day of July, 2022.



Michelle Morin, Secretary