



By Laws

[These Amended and Restated By-Laws were adopted at the annual meeting held August 7, 2004]

Article I -- Name of Club

Section 1 -- This Club shall be known and designated by the name, style and title of Queechy Lake Club, Incorporated.

Article II -- By Laws

Section 1 -- All former By Laws are, by the adoption of these, declared null and void.

Section 2 -- The By Laws may be altered, amended or repealed but only by a two-thirds vote of the active members present in person or by proxy, as herein provided, at any annual or special meeting, and notice of the proposed amendments, alterations and sections to be repealed must be given in writing to the Secretary at least two weeks before the time fixed for holding such annual or special meeting, and the Secretary shall mail to each active member at his or her last known address notice of the proposed alterations, amendments and sections to be repealed at least one week before the time for holding such meeting.

Article III -- Membership

Section 1 -- The persons who signed the certificate of incorporation are hereby declared active members.

Section 2 -- Any citizen who is the owner of land touching the waters of Queechy Lake or who is the owner of a dwelling on land touching or adjacent to such waters shall be eligible to active membership and may become such member by a two-thirds vote of the members present at an annual meeting in person or by proxy, as herein provided, upon subscribing to the By Laws and paying the membership fee and dues for the current year.

Section 3 -- Any resident of the towns of Canaan or New Lebanon or any relative of active members not eligible to active membership shall be eligible to associate membership and such person may become an associate member in the same manner as herein prescribed for active members. Associate members shall enjoy the privileges of the Club and may take part in the activities except that associate members shall not have a voice or vote in any matter touching the certificate of incorporation, the By Laws, the financial matters, or any property or property rights of the Club, nor hold any office therein. Such associate members shall not have any interest or ownership direct or indirect in any water privileges or other real or personal property of the Club.

Section 4 -- Active, associated and honorary members shall be elected by a two-thirds vote by ballot of the active members present at an annual meeting in person or by proxy as herein provided. Prospective members who submit an application and payment of the applicable first year's dues in advance of the

annual meeting shall enjoy all privileges of membership other than voting rights from the date of such application and payment until their election at the next annual meeting.

Section 5 -- Membership of any member may be terminated due to: a. Failure or refusal to pay dues for one year after same shall become due and payable, b. Failure to pay any assessment within 30 days after the same shall be due and payable, c. upon being found guilty of conduct inimical to the purposes of the Club. Two thirds vote by ballot of the active members present in person or by proxy, as herein provided, at an annual or special meeting, shall be required for termination of membership, provided, however, that notice of such contemplated action shall be given to the member concerned at least two weeks prior thereto.

Section 6 -- Any active member who loses his qualifications for active membership may, upon application, become an associate member by a two-thirds vote of the active members present at a meeting in person or by proxy and without the payment of any additional membership fee or charge.

Section 7 -- Any associate member who becomes eligible to active membership may, upon application, become an active member by a two-thirds vote of the active members present at a meeting in person or by proxy.

Section 8 -- If title to the Queechy Lake property of an active member passes to a relative of said member, such relative may apply for active membership status (as set forth in Article III, section 2). No additional membership fee or charge will be levied.

Section 9 -- In the event that an active member shall, during his her natural life, cause title to his or her property touching or adjacent to the waters of Queechy Lake to pass to a member of his or her immediate family who shall succeed in title thereto, such person who succeeds to such title shall, upon application for active membership and by a two-thirds vote of the active members present at a meeting in person or by proxy and upon subscribing to the By Laws, become an active member without the payment of any additional membership fee or charge.

Section 10 -- Any person not eligible to active membership may become an honorary member a two-thirds vote of the active members present at a meeting in person or by proxy. Such honorary members shall enjoy the privileges of the Club and may take part in its activities except that honorary members shall have no voice or vote in any matter before the Club nor have any interest or ownership direct or indirect in any water privileges or other real or personal property of the Club nor hold any office therein. Such honorary members shall not be required to pay any membership fees or annual dues or assessments of any kind.

Article IV -- Fees, Dues, Assessments

Section 1 – [deleted]

Section 2 -- The annual dues of each active and associate ember shall be established at each annual meeting for the succeeding year, and the same shall be due and payable at or before the annual meeting.

Section 3 -- Assessments upon active members may be levied only by a two-thirds vote, by ballot, of the active members present at a meeting in person or by proxy for any of the purposes set forth in the certificate of incorporation. Assessments my be levied upon associate members only by a two-thirds

vote, by ballot, of the members present at a meeting in person or by proxy for any of the purposes set forth in the certificate of incorporation provided, however, that no assessment shall be levied upon an associate member for the purpose of acquiring, repairing, improving or maintaining the real or personal property of the Club nor any expenses connected with such property.

Article V -- Officers

Section 1 -- The officers shall be (1) a President; (2) a Vice President; (3) a Secretary; (4) a Treasurer; and (5) five Directors.

Section 2 -- The officers and directors shall be elected at the annual meetings of the Club. The President and Vice President shall each serve and be limited to, a three-year term of office. The Secretary and the Treasurer shall each serve and be limited to a five-year term of office. The new Directors elected in 2004 shall be elected to serve such one, two, or three-year terms as shall result in three classes of directors serving staggered three year terms. As each term expires or becomes vacant, the Director elected shall serve a three-year term. The directors and officers shall enter upon their office duties immediately upon their election and shall hold office until the expiration of their terms, and until their successors are elected. Each active member present in person or by proxy shall be entitled to one vote at such elections and the vote must be by ballot unless only one name is in nomination in which event the election may be by acclamation.

Section 3 -- A vacancy in any office, including the office of Director, shall be filled by the Board of Directors and the person thus appointed shall hold office until the annual meeting next following and until his or her successor is elected.

Section 4 -- The Officers and Directors shall constitute the Board of Directors and shall manage the affairs of the Club subject to and in accordance with the By Laws and the direction of the Club, if any.

Section 5 -- It shall be the duty of the Secretary (1) to keep a record of the proceedings at each meeting of the Club and of the Board of Directors and of all other matters of which a record shall be ordered by the Club or by the Board of Directors; (2) to notify the officers and members of their elections or appointments; (3) to issue notices of all meetings and in case of special meetings to state in the notice the object of the call; (4) to conduct all correspondence of the Club and of the Board of Directors with the concurrence of the President or of the Board of Directors and (5) to keep the seal of the Club.

Section 6 -- It shall be the duty of the Treasurer (1) to keep a complete roll of the members; (2) to collect all fees, dues and assessments and all other funds of the Club and disburse the same under the direction of the Club or of the Board of Directors; (3) to make a full report at the annual meeting of the receipts and disbursements during the past year, suitably classified and of all outstanding obligations and credits of the Club.

Section 7 -- The Board of Directors shall audit the accounts of the Secretary and Treasurer and report thereon at the annual meeting.

Section 8 -- In the absence or disability of the President, the Vice President shall have and exercise the duties and powers of the President.

Section 9 -- The Board of Directors shall appoint a Club Historian to serve as the official custodian of the Club's records, files, and other documents relating to its organization and activities. The Club Historian shall serve at the pleasure of the Board of Directors and shall be an ex officio member thereof.

Article VI -- Meetings

Section 1 -- The annual meeting of members shall be held on the first Saturday in August in each year. The hour when and the place where such meetings is to be held shall be determined by the Board of Directors and shall be stated in the notice of the meeting.

Section 2 -- Special meetings of members may be held on the call of the President or the Secretary or upon the written request of any active members presented to the Secretary. At least one week before the time fixed for each special meeting, the President or Secretary shall mail to each member a written notice thereof directed to his or her last known address and the business to be transacted at such special meeting shall be specified in the call therefor.

Section 3 -- Meetings of the Board of Directors shall be held on the call of the President or the Secretary or any two Directors. Notice of each such meeting embodying the objects thereof shall be made by personal phone call, email, facsimile transmission or letter by the President or by the Secretary or the two Directors as the case may be, to each Director at his or last known phone number, email address, fax number or post office address at least one week before the time fixed therefore .

Section 4 -- At all meetings of the Club the President, and in his absence the Vice President, and in the absence of both, any member selected, shall preside.

Section 5 -- At all meetings of the Board of Directors, the President, and in his absence the Vice President, and in the absence of both, any Director selected shall preside.

Section 6 -- At all annual meetings and special meetings of the Club, the presence of seven members in person or by proxy shall be necessary to constitute a quorum.

Section 7 -- At all meetings of the Board of Directors, the presence of five shall be necessary to constitute a quorum.

Article VII -- Order of Business

Section 1 -- Unless otherwise directed by a majority vote of the members present at a meeting, the order of business shall be as follows:

- (a) Approval of minutes of last preceding meeting
- (b) Report of Board of Directors
- (c) Report of Officers
- (d) Reports of Committees
- (e) Appropriations
- (f) New business
- (g) Election of Officers and Directors.

Article VIII -- Committees

Section 1 -- When so directed by a majority vote of the members present at a meeting or when so directed by the Board of Directors or upon his own motion, the President shall appoint members of committees and prescribe their duties, but no committee or any member thereof shall impose any obligation, financial or otherwise, upon the Club unless specifically empowered and authorized by the Club in advance so to do.

Section 2 -- Each committee shall render a report of its activities at the meeting immediately following its appointment and at each subsequent meeting during its life.

Article IX -- Appropriations

Section 1 -- All appropriations and disbursements of the funds of the Club shall be made only by order of the Club or of the Board of Directors,

Article X -- Proxies

Section 1 -- No proxy shall be recognized nor accepted at any meeting of the Club unless the same shall:

- (a) be in writing;
- (b) be signed by the issuing member;
- (c) designate the person or persons who are to act for and in the stead of the member; and
- (d) state the particular meeting or meetings at which the proxy is intended for use.

Article XI -- Rules of Procedure

Section 1 -- The usual parliamentary rules and practices shall govern all meetings of the Club and of the Board of Directors.

Section 2 -- A parliamentarian shall be appointed by the President to serve at the pleasure of the President.

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