

BY-LAWS OF HILLTOP PLACE COMMUNITY ASSOCIATION

ARTICLE I

Definitions

Section 1. “Community Association” means Hilltop Place Community Association.

Section 2. “Articles” means the Articles of Association of Hilltop Place Community Association.

Section 3. “Declaration” means the Community Property Declaration by Hilltop Place of New London, Incorporated, dated as of the day of incorporation of the Community Association and to be recorded at the Merrimack County Registry of Deeds.

Section 4. “Property” means the property described in Appendix A to the Declaration and such additions thereto as may hereafter be brought within the jurisdiction of the Community Association by annexation as provided in Section 2 of the Declaration.

Section 5. “Community Property” means those tracts of land and facilities shown and labeled “Community Property” on any recorded plat of the property entitled “Hilltop Place Community Association,” as the same may be amended from time to time, and which are intended to be devoted to the common use and enjoyment of the Owners of the property.

ARTICLE II

Name, Principal Office and Purposes

The name, principal office and purposes of the community Association shall all be as set forth in the Articles as from time to time amended.

ARTICLE III

Membership, Voting Rights and Property Rights

Section 1. The membership, voting rights and property rights of the Community Association and its members shall all be as set forth in the Declaration, as amended from time to time.

Section 2. Members are required to pay annual and special assessments levied by the Community Association, the obligation of which assessments is imposed against each Owner of and becomes a lien upon the property against which such assessments are made as provided by the Declaration.

Section 3. The membership rights of any person whose interest in the Property is subject to such assessments may be suspended by action of the Board of Directors of the Community Association during the period when the assessments remain unpaid. If the Board has adopted rules and regulations governing the use of the Community Property, it may, in its discretion, suspend the rights of any such person for violation of such rules and regulations for a period not to exceed thirty (30) days.

Section 4. Subject to the occupancy restrictions set forth in Section 4 of the Declaration, any member may delegate his rights of enjoyment in the Community Property to the members of his family who reside upon the Property or to any of his tenants or renters who reside thereon.

ARTICLE IV

Board of Directors

Section 1. Number. The affairs of the Community Association shall be administered by a Board of not less than six (6) nor more than fourteen (14) Directors. (Amended 5/22/96 - B2022 - P1579)

Section 2. Qualifications. Until September 30, 1976, and thereafter until their successors shall have been duly elected by the members, Hilltop Place of New London, Incorporated, or its representatives, shall hold all of the positions of Directors. Hilltop shall have the option at any prior time to relinquish said positions, in which case it will notify all members of a special meeting (Article V, Section 2) of the membership for the purpose of the election of Directors. Thereafter the Board shall be elected by the members and shall consist only of members of the corporation or their spouses in residence (except where a corporation is a member, the members of the Board of Directors and officers of said corporation shall be eligible to be members of this Board). (Amended 6/16/75 - B1251 - P384)

Section 3. Election and Term. Each year each Cluster shall nominate a candidate who is an Owner or the spouse of an Owner in residence. The nominees of the six Clusters shall be presented to the Annual Meeting of Owners for their consideration and election to the Board of Directors. Each Director shall serve for a term of two years. A person may succeed himself/herself as Director. If a Director is unable to complete the term to which elected, the Board may appoint another resident of the same Cluster to serve the unexpired portion of the term, as provided in Section 4 below. The persons who may be officers of the corporation and thus designated by the Board of Directors to be Directors of the Association, may be elected by the HPCA Board for terms of one year, which may be extended at the pleasure of the Board. (Amended 5/22/96 - B2022 - P1579)

Section 4. Resignation and Removal; Vacancies. Any Director may resign at any time by written notice to the President, and any Director may be removed from such position by a two-thirds (2/3) vote at any annual or special meeting, provided that notice of such removal vote shall have been contained in the notice of the meeting. Directors shall serve until their respective successors have been elected and qualified or until death, resignation or removal; provided that if any Director ceases to be a member or the spouse in residence of a member, his Directorship shall thereupon terminate. Whenever a vacancy on the Board occurs, the remaining Directors shall fill the vacancy by appointment of a Director who is a resident of the same Cluster Condominium as the Director whose position on the Board has been vacated and who has been nominated by the Board of Directors of that Cluster Condominium, any such appointed Director to hold office during the unexpired term of his predecessor. (Amended 06/16/75 - B1251 - P385)

Section 5. Meetings. Regular meetings of the Board may be held at such times and places as shall be determined from time to time by the Board. Special meetings of the Board may be called by the President or by any three (3) Directors. Notice of regular and special meetings shall be given in writing in hand or mailed to each Director at least seven (7) days prior to said meeting. Said notice shall set forth the time and place of the meeting, and in the case of a special meeting, the purpose for which it is being called. Such notice may be omitted provided that all Directors waive same in writing or are present at the meeting, and no notice shall be necessary in the case of a meeting of the Board

held immediately after and at the same place as the annual meeting of the Association. (Amended 06/16/75- B1251 - P386)

Section 6. Quorum. A majority of the Board shall constitute a quorum for the transaction of business, but less than a quorum may transact business if the remaining Directors subsequently assent in writing to the decision of the Board by signing a copy of the minutes of the meeting to be filed with the records of the Board. When a quorum is present at any meeting, the votes of a majority of the Directors in attendance shall decide any business brought before such meeting. The Board may also transact without a meeting any business which it is authorized to transact at a meeting provided that the directors unanimously assent in writing to the decisions of the Board concerning such business by signing the official record of said decisions to be filed with the records of the Board.

Section 7. Powers and Duties. The Board shall have the powers and duties specifically conferred upon it by the Declaration and these By-Laws and all other powers and duties necessary for the administration of the affairs of the Association, including, without limiting the generality of the foregoing, the following:

- a. To appoint and remove at pleasure all officers, agents and employees of the Community Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any member, officer or Director of the Community Association in any capacity whatsoever.
- b. To establish, levy and assess, and collect the assessments or charges referred to in Article III, Section 2.
- c. To adopt and enforce rules and regulations governing the use of the Community Property and the personal conduct of the members and their guests thereon.
- d. To cause to be kept a complete record of all its acts and the corporate affairs and to present a statement thereof to the members at the annual meeting of the Community Association.
- e. To construct, maintain, alter, repair and otherwise care for the Community Property and to act in respect thereto as may appear necessary or desirable.
- f. To purchase, sell, lease, or otherwise obtain and use any property or services in the course of its administration and management of the Community Property and/or any Hilltop Place Cluster Association's property. To open, maintain bank accounts, and to authorize the drawing of checks and other financial instruments, and to keep full and complete records of all financial transactions, which record shall be reasonably available for inspection by the members, and to prepare periodic financial reports and accountings as may be required by the members. (Amended 10/24/79 - B1359 - P924)
- h. To improve, care for, maintain and preserve all or any portion of the Property (whether or not Community Property) as permitted by the Community Property Declaration. (Amended 3/29/85 - B1504 - P0772)

ARTICLE V

Meetings of Community Association Members

Section 1. Meetings. Each year there shall be two scheduled meetings to ensure that the Owners have an opportunity to be fully informed concerning the business of the Association. The meetings shall be the Budget Meeting and the Annual Meeting. Amended 5/22/96 - B2022 - P1580

a. Budget Meeting. A Budget Meeting shall be scheduled each year on the second Tuesday in May at Hilltop Barn or such other reasonable place and time (not more than fifteen (15) days before or after such date) as may be designated by written notice of the Board mailed by first class mail to the members not less than twenty-one (21) days prior to the date affixed for the meeting. The Board shall present a budget for the next fiscal year to indicate the common expenses, any special assessments, and the status of reserve funds maintained by the Association. The notice of such meeting shall contain an agenda which will list the items of business which may be brought before the Owners. (Amended 5/22/96 - B2022 - P1580)

b. Annual Meeting. The Annual Meeting of the Hilltop Place Community Association shall take place on the second Tuesday in August at Hilltop Barn or at such other reasonable place and time (not more than fifteen (15) days before or after such date) as may be designated by written notice of the Board mailed by first class mail to the members not less than twenty-one (21) days prior to the date affixed for said meeting. The Board shall present a statement of the Common Expenses and of any special assessments, itemized receipts and disbursements for the preceding fiscal year. The notice of such meeting shall contain an agenda which will list the items of business which may be brought before the Owners. (Amended 5/22/96 - B2022 - P1580)

Section 2. Special Meetings. Special meetings of the members may be called at any time for the purpose of considering matters which, by the terms of the Declaration, or these By-Laws, require the approval of the members, or for any other reasonable purpose. Said meeting shall be called by written notice signed by a majority of the Board, or by one-third (1/3) of the members and mailed or delivered to all members not less than twenty (20) days prior to the date set for said meeting. Said notice shall specify the date, time and place of the meeting and the purpose for which it is being called.

Section 3. Quorum. At any meetings of the Community Association, the presence in person or by proxy of one-half (½) of the members shall constitute a quorum, but less than a quorum may transact business if all of the members not present subsequently assent to the decisions made at said meeting by signing a copy of the minutes thereof to be filed with the records of the Association. When a quorum is present, unless otherwise provided in the Declaration or these By-Laws, a majority of the members' total voting power present in person or by proxy shall decide any business brought before the meeting.

ARTICLE VI

Officers of the Association

Section 1. General. The officers of the Community Association shall be a President , Vice President, a Clerk of the Board, a Treasurer, and such other officers as may be authorized by the Board of Directors, all of whom shall be elected annually by, and may be removed and replaced by, the Board. The President shall be a Director, but the other officers need not be members of the Association or Directors. (Amended 5/22/96 - B2022 - P1580)

a. Officers Pro Tempore. At times officers may be unable to perform their duties for an extended period of time. In that event, the Board of Directors may elect an Officer Pro Tempore to perform the necessary duties until the officer being replaced can again perform the duties of the position. Upon return of the officer first elected to the position, the term of the Officer Pro Tempore shall end. The Board shall determine when an Officer Pro Tempore shall be selected and when the Officer Pro Tempore shall return to the duties to the regularly elected officer. (Amended 5/22/96 - B2022 - P1581)

Section 2. President. The President shall preside at meetings of the Community Association and meeting of the Board and shall have such other powers and duties as are provided in the Declaration or these By-Laws and as are ordinarily exercised by the presiding officer of an association, including the appointment of committees from among members, and as may be delegated to him by the Board or the Community Association from time to time. He may also act as the chief administrative and managerial officer of the Association.

Section 3. Clerk of the Board. The Clerk of the Board shall record the proceedings of the meetings of the Board and of meetings of the Association, shall keep such records and all other records, documents and other papers of the Board and of the Association and shall have such other powers and duties as may be delegated to him by the Board or the Association from time to time.

Section 4. Treasurer. The Treasurer shall be responsible for the funds of the Association and shall be responsible for keeping or having kept full and accurate financial records and books of account showing all receipts and disbursements of the Association and any other financial data required by the Board or by the Association. He shall be responsible for the deposit of all funds in the name of the Board or the Association in such depositories as may be designated by the Board from time to time and shall have such other powers and duties as may be delegated to him by the Board or the Association from time to time.

ARTICLE VII

Assessments

It shall be the duty of the Board and its officers to administer the provisions of Section 7 of the Community Property Declaration with respect to the determination, authorization, imposition and collection of assessments, and to take whatever action that may in its discretion be necessary or desirable to carry out the purposes of said Section 7.

ARTICLE VIII

Fiscal Year

The fiscal year of the Association shall begin on the first day of June in each year.

ARTICLE IX

Miscellaneous

Section 1. Posting of Names of Officers. The Board shall be responsible for the posting of the names of the current members of the Board and of the other officers of the Association, from time to time, at a prominent location in the community Association building, "Hilltop House".

Section 2. Invalidity. The invalidity of any part of these By-Laws shall not impair or affect in any manner the validity, enforceability or effect of the balance hereof or of the Declaration.

Section 3. Gender. The use of masculine gender herein shall be deemed to include the feminine gender and the use of the singular shall be deemed to include the plural, whenever the context so requires.

Section 4. Amendment. These By-Laws may be amended in the same manner as set forth in Section 9 (e) of the Community Property Declaration.

ARTICLE X

Committees

The Board of Directors of the Community Association by resolution may designate one or more committees, each committee to consist of two or more members or their spouses in residence, which, and to the extent provided in said resolution, shall have and may exercise the power set forth in said resolution. Such committee or committees shall have the name or names as may be determined from time to time by the Board of Directors. Such committees shall keep regular minutes of their proceedings and report the same to the Board of directors when required. The members of such committee or committees shall be appointed by the Board of Directors. The Board of Directors may appoint Owners to fill vacancies on each of said committee occasioned by death or resignation. (Amended 5/22/96 - B2022 - P1581)