

Potential By-Law Revisions

Section 1. Time of Notice. Notices to Directors and members mailed to them at their address appearing on the books of the Association shall be deemed to be given at the time when deposited in the United States mail. Notice by publication shall be deemed to be given at the time of publication. **Notice also may be given to Directors and members by electronic mail at the e-mail address appearing on the books of the Association and such email notice shall be deemed to be given at the time it is sent.**

Section 6. Meetings of Members. Meetings of members shall be held at such places within the Town of Wilton, Connecticut, as shall be designated from time to time by the Board of Directors. Annual meetings of members for the election of Directors and the transaction of such other business as may properly be brought before the meeting, shall, unless otherwise provided by the Board of Directors, be held on the third Monday in November of each year at such time and place as the Board of Directors shall designate. Special meetings of the members may be called by the Board of Directors, by the President or at the request of twenty (20) or more members. Written notice of meeting of members, stating the place, day and hour of the meeting and, unless it is an annual meeting, indicating that it is being issued by or at the direction of the person or persons calling the meeting, shall be given by or at the direction of the President or Secretary or the officer or person calling the meeting to each member entitled to vote at such meeting, by publication in a newspaper having general circulation in the Town of Wilton, **or by publication on the Association's website**, not less than seven nor more than fifty days before the date of the meeting.

Section 11. Proxies; Inspectors of Election. Each member entitled to vote at a meeting of members or to execute consents, waivers or releases may do so either in person or by one or more agents authorized by a written proxy executed by him, **including by electronic proxy submitted on an electronic proxy form promulgated by the Association**, but no proxy shall be voted on after eleven months from its date of execution, unless it limits its use to a particular meeting not yet held. The proxy shall be kept on file for one year from the date of the meeting to which the proxy pertains. Two inspectors of election may be appointed by the Board of Directors, or if not so appointed, then by the presiding officer of the meeting. If inspectors of election are appointed, all questions regarding the qualification of voters, the existence of a quorum, the validity and effect of proxies and the acceptance or rejection of votes shall be decided by such inspectors of election.

Section 5. Regular and Special Meetings. The Board of Directors of the Association or any committee thereof may hold meetings, both regular and special, either within or without the Town of Wilton, Connecticut. **Meetings also may be conducted by any means of communication by which all directors participating may simultaneously**

hear each other during the meeting. Regular meetings of the Board of Directors shall be held on the third Monday of each month at such time and at such place as shall from time to time be determined by the Board of Directors, except that the President may postpone or cancel any regular meeting in his or her absolute discretion. Special meetings of the Board of Directors may be called by the President or by any three (3) Directors. At least two (2) days written or oral notice of any postponement of a regular meeting or the holding of a special meeting of the Board of Directors shall be given to each Director. The notice need not specify the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors.