

ARTICLES OF ASSOCIATION

of

GREEN'S FARMS ASSOCIATION

(Founded 1971)

ARTICLE I

Section 1: The name of this voluntary, non-profit association shall be Green's Farms Association:

Section 2: This Association is formed for the following purposes:

(a) To organize and make effective, through the medium of this Association, the efforts of its members for the good of the area comprising Voting District Number Five located in the southeastern part of the Town of Westport, in which its members reside or in which they own residential property.

(b) To encourage the most appropriate use of land in the area.

(c) To support, or oppose, public or private plans, projects, enterprises or activities of any kind which would or might affect the present desirable, natural and residential character of the area.

(d) To undertake and carry out such activities and services as may be determined by the Association in accordance with these articles, and to promote the interests of the Association and its members by any legal means.

(e) To fix and collect dues; and to solicit and accept gifts and contributions to be used in furtherance of the purposes of the Association.

ARTICLE II

Section 1: Membership shall be open to each family or household unit headed by any person 18 years of age or over, which owns or rents residential property in Voting District Five in the Southeastern part of the Town of Westport. Thus, there shall be one voting membership per family or household unit.

Section 2: A member is in good standing and entitled to vote at any membership meeting of the Association providing dues for the current year have been received by the Association at least seven days before the date of such meeting.

Section 3: Special classes of membership, or affiliations with the Association, may be proposed at an Annual Meeting by the Board of Directors or by any member in good standing, and may be established by vote of the membership, provided that notice of such proposal has been included in the call of the meeting.

ARTICLE III

Section 1: The Annual Meeting of members of the Association shall be held no later than the end of April, on a date and at a time and place designated by the President,, for the purpose of electing Directors as required, and for the transaction of any other Association business.

Section 2: Special meetings of the members of the Association may be called by the President; by at least three members of the Board of Directors; or, upon written request stating the reasons therefor, by ten percent of the members of the Association in good standing.

Section 3: Written notice of all regular and special meetings of the Association stating the day, hour, place and purposes thereof shall be mailed at least two weeks,, or personally delivered at least ten days, prior to the meeting, to the address of each member of record in good standing.

Section 4: Those members present shall constitute a quorum at all meetings of the Association.

Section 5: At each meeting of the members all votes shall be taken by a show of hands, unless voted to be by written ballot. All elections shall be determined by plurality vote and all other matters by majority vote of those present and voting, unless a majority vote of the members present and voting determines an alternative voting procedure. Any member in good standing may be represented and vote by written proxy.

ARTICLE IV

Section 1: The property and affairs of the Association shall be under the care and management of a Board of Directors consisting of 12 members, who shall be members of the Association in good standing, and shall be elected for a term of three years such that one-third of the Directors shall be elected in each year. Directors shall hold office for the term for which they are elected and until others are elected in their stead.

Section 2: The Board of Directors shall be empowered to act in all matters within the scope of these Articles. However, nothing herein shall preclude any member from disassociating himself as an individual from positions the Board may see fit to take for the Association.

Section 3: Meetings of the Board of Directors shall be held upon the call of the President or Secretary at such time and place as said President or Secretary shall designate, reasonable notice of which shall be given by mail or telephone. A majority of the Directors shall constitute a quorum, and all matters before the Directors shall be decided by majority vote of those present and voting.

Section 4: The Board of Directors may appoint such Committees as they deem necessary and desirable, and may select Counsel to represent the Association.

Section 5: A vacancy shall exist when any Director ceases to reside within the area of the Association or ceases to be a member in good standing. Further, a Director may be removed from his post by a two-thirds vote of the other Directors. The balance of the term of any vacant Directorship may be filled by a vote of the other Directors.

Section 6: For the regular election of Directors at the Annual Meeting of the membership, the President shall appoint a Nominating committee of any three members in good standing, not less than six weeks before such Annual Meeting. The Nominating Committee's recommended slate of Directors to fill positions on the Board as required shall be presented to the membership at such Annual Meeting. In selecting candidates for Directorships, the Nominating Committee shall consider, though shall not be bound by, such considerations as past Association membership, past service to the Association, length of residence in the area, and other evidence of belief in and support for the purposes of the Association.

ARTICLE V

Section 1: The officers of the Association shall be a President, Vice President, Secretary, and Treasurer, to be elected by the Directors from among their own number immediately after the Annual Meeting. They shall serve for a term of one year and until others are elected in their stead. No person shall hold two offices.

Section 2: The President shall preside at all meetings of the Association and of the Directors, shall have general management of the affairs of the Association, subject to action of the membership and the Directors, and shall have the powers and duties normally associated with his office. Unless otherwise directed by the Board, he shall act as the representative of the Association at meetings and public hearings, with the assistance of counsel when required in his judgment or when so directed by the Board.

Section 3: The Vice President shall assist the President in his duties and serve in his stead in case of the absence or disability of the President.

Section 4: The Secretary shall record the proceedings of meetings of the membership and the Directors, give notice of all meetings as required, and keep the records and papers of the Association including a record of all members and their addresses.

Section 5: The Treasurer shall receive all funds due the Association or received by it, and deposit the same as directed by the Directors. Checks for the disbursement of funds of the Association may be signed by either the President or the Treasurer. The Treasurer shall keep accurate accounts of all receipts and disbursements and report on the same when required.

ARTICLE VI

Section 1: The fiscal year of the Association shall be the calendar year.

Section 2: Annual dues to be paid by the membership shall be fixed for the ensuing calendar year by the Board of Directors, unless fixed at the Annual Meeting or a special membership meeting after due notice.

Section 3: The Treasurer shall prepare and the Secretary shall mail bills for dues, which shall be payable upon receipt.

ARTICLE VII

Section 1: This Association is a non-profit organization, and none of its income or assets shall inure to the benefit of any person.

ARTICLE VIII

Section 1: These Articles may be amended by a majority vote of the membership present or represented by proxy at any meeting of the membership, after due notice, which notice shall include the exact language of any proposed amendment.

These Articles of Association were approved as amended at a meeting of the membership of the Green's Farms Association held on the 8th day of March 1992, and supersede any prior Articles of Association.

Lois Sussman, Secretary