

August 20, 2023

To The Voting Members:

The Board of Directors (the "Board") hope this letter finds you well. The Board seeks your assistance to finalize the By-Laws. Enclosed with this notice of Amendment are the proposed amended and restated By-Laws, Ballot, and Proxy.

No response is required if you do not contest any portion of the amended and restated By-Laws.

Amendment to By-Laws

The Board proposes to amend and restate the entirety of the Association's By-Laws. The Board deems that it is in the best interest of the Association to amend and restate its By-Laws since they were originally written in the 1970's, approximately 44 years ago, and it is believed that they have not been materially amended or updated since that time. In recent years the governance of the community associations has seen significant developments. The new Planned Real Estate Development Full Disclosure Act has been updated to include and authorize additional provisions which are beneficial to Owners in Associations.

For instance, Article IV of the original By-Laws defines a quorum as 60% of the Members who are present at a meeting of the Members where each Member, or their proxy must be physically present. In contrast Article IV of the amended and restated By-Laws provides that a quorum will be found where at least 15% of the voting members in good standing are present, whether in person, electronically or by proxy. By reducing the threshold necessary to constitute a quorum the Association, by and through its Voting Members, will not be restrained from transacting business due to a lack of participation by other Voting Members who choose not to attend. In addition, authorizing the use of electronic means to access meetings is aimed towards increasing the number of Voting Members that can attend meetings. Voting Members who otherwise could not attend in-person may now attend from the comfort of their homes or wherever they may be at the time of the meeting.

The Board also proposes to permit the Board to send electronic notices to Voting Members if they consent. Further, the Board proposes to permit Voting Members to vote electronically should they choose to do so. Given the prevalence of electronic communication, the Board believes sending notices via electronic means will be a more efficient and convenient way to communicate required notices to Voting Members. Further, using electronic means could help reduce costs incurred by the Association in mailing notices. The Board also believes giving Voting Members the option to vote electronically will provide Voting Members with other options to have their voice heard in the Association's affairs. If Voting Members wish to vote by mail, by proxy, or in person by Ballot, they may continue to do so.

In addition, the amended and restated By-Laws enhance the election process for nominating and voting on candidates to serve on the Board. Under the current By-Laws, anyone can serve on the Board and they do not have to be a member of the Association. In addition, the original number of Board member was seven (7.). However, four (4) of the Board members were originally appointed by Class B members who no longer exist. The Class B was originally the developer of the community homes. Under the amended and restated By-Laws the Board is reduced to five (5) Board Members who are all elected by the Association's Voting Member in good standing. Each Board Member must also be a Voting Member

of the Association that is in good standing. Requiring Board Members to be Voting Members better serves the interests of the Association.

The Board also proposes to prohibit cumulative voting for Board elections. This change will promote fairness by allowing each candidate to have an equal chance of success without the threat of "stacked votes" causing inequitable balances. Further, the Board believes that eliminating cumulative voting will result in a more diverse representation of interest on the Board and allow each Voting Member's voice to be heard in a more equitable manner.

The Board proposes to amend the By-Laws to codify the Board to impose a capital contribution on new purchases in the Association. The contribution will be equal to three months of the estimated annual common expense assessment for each unit (dues.) Furthermore, the capital contribution of new purchasers is a source of revenue for the Association which can at the Board's discretion be used to defray common expenses.

This letter serves as notice to all Voting Members of these proposed By-Laws amendments which notice includes a separate Ballot to be used **only if you wish to reject** the proposed By-Laws amendments. Pursuant to N.J.S.A. 45:22A-46(d)(5)(b), these amendments to the By-Laws will be deemed adopted unless at least 10% of the vote of the Association's Voting Members vote to reject the amendments within thirty (30) days after the mailing of this notice. The proposed amendments is enclosed for your review. **NO ACTION IS REQUIRED IF YOU DO NOT OBJECT TO THE PROPOSED AMENDMENTS.**

1. The Board requests that you return a Ballot ONLY IF YOU WISH TO REJECT THE AMENDMENTS TO THE BY-LAWS.
2. **Action is only necessary if you DISAPPROVE of the Amendments. If you do not object to these By-Law Amendments, you do not need to do anything.**
3. If you wish to reject an Amendment a Ballot is enclosed for you to complete, sign and deliver to Windsor Mews Homeowners Association Inc. c/o DanMar Management Company, 520 Fellowship Road, Mr. Laurel Township, 08054. The completed and signed Ballot must be received within thirty (30)days of this notice in order to be counted by selected members of the By-Laws Committee under the observation of Dan Mar Management. Each vote is given its appropriate weight per the governing documents (one vote per Unit.)
4. Ballots **MUST** be signed to be counted.

Thank you for your cooperation.

The Board of Directors

WINDSOR MEWS HOMEOWNERS ASSOCIATION, INC.

BALLOT REGARDING AMENDED AND RESTATED THE BYLAWS

PLEASE PLACE A CHECKMARK ONLY IF YOU WISH TO REJECT AN ARTICLE OF THE AMENDED AND RESTATED BYLAWS.

| | <u>Reject</u> |
|---|---------------|
| Article I (Definitions) | _____ |
| Article II (Nature of Bylaws) | _____ |
| Article III (Membership and Voting Rights) | _____ |
| Article IV (Meeting of Members) | _____ |
| Article V (The Board of Directors) | _____ |
| Article VI (Powers and Duties of the Board) | _____ |
| Article VII (Fiscal Management) | _____ |
| Article VIII (Officers) | _____ |
| Article IX (Amendments to the Bylaws) | _____ |
| Article X (Tort Immunity) | _____ |
| Article XI (Enforcement and Self-Help) | _____ |
| Article XII (Architectural Control) | _____ |
| Article XIII (Indemnification of Officers and Directors) | _____ |

Article XIV
(Conflicts) _____

Date Received by Association: _____

Owner Signature
Date: _____

Owner Signature
Date: _____

**AMENDED AND RESTATED BYLAWS
OF
WINDSOR MEWS HOMEOWNERS ASSOCIATION, INC**

These Amended and Restated Bylaws ("Bylaws") of the Windsor Mews Homeowners Association, Inc. (the "Association") are made effective this _____ day of _____, 2023.

WHEREAS, the Association is a nonprofit corporation formed pursuant to, among other things, Articles of Incorporation, Declaration of Covenants and Restrictions recorded in the Camden County Clerk's Office in Deed Book 3639 Page 248, Declaration of Restrictions recorded in the Camden County Clerk's Office in Deed Book 3640 Page 564, Declaration of Restrictions recorded in the Camden County Clerk's Office in Deed Book 3726 Page 674, and Bylaws, all as may have been amended from time to time, for the administration, operation and management of the Association and other improvements intended for common use and enjoyment of the residents of the property, and to conduct all business in accordance with the terms of all of its governing documents; and

WHEREAS, these Amended and Restated Bylaws are deemed approved on _____ pursuant to N.J.S.A. 45:22A-46(d)(5)(b) after 10% or more of the Association's unit owners did not vote to reject these Bylaws within thirty (30) days of the mailing of the notice thereof.

NOW, THEREFORE, the following amendments are made: **ARTICLE I – DEFINITIONS**

Section 1. The definitions as set forth in the Declaration of Covenants and Restrictions for Windsor Mews Homeowner's Association, Inc. dated May 4, 1979 are incorporated herein by reference as if fully set forth at length.

ARTICLE II - NATURE OF BYLAWS

Section 1. Purpose. These Bylaws are intended to govern the administration of the Association, a nonprofit membership corporation organized under the laws of the State of New Jersey, and to provide for the management, administration, utilization, and maintenance of the Common Areas described in the Declaration of Covenants and Restrictions for the Association, and any amendments or supplements thereto.

ARTICLE III – MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership. Every person, firm, association, corporation, or other legal entity that is a record owner or co-owner of the fee simple title to any Living Unit ("Owner") which is subject to the Declaration of Covenants and Restrictions and Declarations of Restrictions (collectively, the "Declaration") shall be a voting member of the Association ("Voting Member"), subject to the provisions of these Bylaws, the Declaration, the Articles of Incorporation, and any

resolutions, policies, rules, and regulations, as may be amended (collectively, the “Governing Documents”), promulgated by the Board of Directors (the “Board”).

Every person duly authorized by an Owner to occupy a Living Unit as a tenant under a written lease agreement which is on file with the Association and which has an initial term of at least twelve (12) months (“Occupant”) shall be a non-voting member of the Association (“Non-Voting Member”), subject to the provisions of the Association’s Governing Documents promulgated by the Board.

Section 2. Voting Member in Good Standing. A Voting Member shall be deemed to be in good standing and entitled to vote in person, by absentee or mail ballot, or by proxy at any meeting of the Association or in any ballot by mail, for the purpose of voting in Board elections, voting to amend these By-Laws, voting to adopt any resolution, and nominating or running for the Board, if on the record date fixed for such meeting of the Voting Members or other Association action by the Voting Members, the Voting Member has fully paid all installments due for assessments made or levied against him and his Living Unit by the Board as hereinafter provided, together with all interest, costs, attorneys’ fees, fines, penalties, and other expenses, if any, properly chargeable to him and to his Living Unit, including all outstanding fines imposed by the Association. A Voting Member is in good standing if the Voting Member is in full compliance with a judgment for, or a settlement agreement with respect to the payments of assessments, attorneys’ fees, or other charges lawfully assessed, or the Voting Member has requested or is participating in an Alternative Dispute Resolution or in a court proceeding for a dispute over a matter that affects the Owner’s good standing. Any date set forth in these Bylaws for determining good standing for voting purposes, as well as any related requirement which may be established by the Board, shall be deemed supplemental to, and not in derogation of, the record date provision of N.J.S.A. 15A:5-7.

Section 3. Voting Rights. There are 91 Units in the Association and there shall be 91 votes in the Association, each of equal weight. Each Voting Member in good standing shall be entitled to their respective vote for each Living Unit to which he holds title. Each Living Unit shall have one vote regardless of the number of Owners of record title or Occupants living therein. Votes may be cast in person, by mail, electronically, or by proxy.

Section 4. Suspension of Rights. The membership rights of any Voting Member (including, but not limited to, the right to vote) may be suspended by action of the Board during the period when such Voting Member’s dues and/or assessments remain unpaid for two (2) consecutive periods; but, upon payment of such dues and assessments, his or her rights and privileges shall be automatically restored.

The Board, at its discretion, may record a lien on a Living Unit if the outstanding amount is in excess of six (6) months past due. If the Voting Member is six months or more in arrears of dues or assessments, the Board, at its discretion, may pursue legal means to resolve the issue. This may include collection agencies, liens, or other appropriate measures.

Section 5. Proxies. Proxy ballots shall be permitted with respect to all elections of the Board and all amendments to the Articles of Incorporation, the Declaration, these Bylaws, or any other matter to come before a meeting of the membership of the Association. All proxies shall be in writing, signed by the Voting Member, and given or mailed to the Secretary of the Board for notification.

Proxies may be revoked by the Voting Member at any time prior to the voting and no proxy shall be valid for a time period of more than one year. All proxies shall be submitted on the form prescribed by the Board, and if not in such form, shall be deemed invalid which determination shall be made in the sole and absolute discretion of the Board.

Section 6. Capital Contributions. The Buyer of a Living Unit will be required to make a non-refundable capital contribution to the Association to be utilized for maintenance of or improvements to Common Elements to defray Common Expenses or otherwise and any other purpose as permitted in the Association's Governing Documents or by law, which the Board may deem appropriate. The current contribution shall be equal to three (3) months of the estimated Assessment for each Living Unit. The contribution amount is to be included in the closing costs and may be changed by majority vote of the Board. The Buyer of a Living Unit will also be required to make a non-refundable membership fee payment to be utilized for maintenance of or improvements to Common Elements to defray Common Expenses or otherwise and any other purpose. The current membership fee is \$350.00. This amount is to be included in the closing costs and may be changed by majority vote of the Board.

ARTICLE IV – MEETING OF MEMBERS

Section 1. Place of Meetings. All meetings of the Members of the Association shall be held at a place determined by the Board, and/or electronically if either mandated or prescribed by any governmental office or law. All meetings of the Members are open to Voting Members. The Board may make electronic participation available to all Voting Members for all meetings.

Section 2. Annual Meetings. All annual meetings of the Members of the Association shall be held on April ____ of each year at the hour of _____ 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 of the first day following which is not a legal holiday.

Section 3. Regular Meetings. The Board will hold nine regular meetings in addition to the annual meeting. The Treasurer's financial reports will be detailed monthly. Minutes of the meetings will be posted on the Association website and remain posted for three (3) months.

Section 4. Special Meetings. Special meetings of the Members shall be called by the President whenever it is deemed such a meeting is advisable or shall be called by the Secretary when so ordered by the Board. A Special Meeting may be called upon the written request of Voting Members representing not less than 10% of the Voting Members in good standing. Such request shall state the purpose(s) of such meeting and the matter(s) proposed to be acted upon. In either

case, a Special Meeting must be called within 30 days of receipt of the request. Non-Voting Members are not permitted to call a special meeting.

Section 5. Notice of Meetings. Notice of each meeting of the Members, whether annual or special, may be provided to each Member by delivering or mailing, postage prepaid, at such member's last known address or email address a written or printed notice thereof to said Member, not less than fourteen (14) days, nor more than sixty (60) days, before the day on which the meeting is to be held.

Section 6. Electronic Notice. To the extent now or hereafter permitted by the law of the State of new Jersey, the Association may send any notices required or permitted under the Certificate of Incorporation, Declaration, Bylaws, Rules and Regulations, any Resolutions and any statutes including, but not limited to, notices of annual and special meetings, and any applicable proxies and/or ballots, as applicable, by electronic means using an e-mail address, cellular phone number and/or facsimile number designated by a Member if such Member agrees in writing to accept notice by electronic means. The Board shall have the discretion to implement a system for registering Members e-mail addresses, cellular phone numbers and facsimile numbers and processes for changing these e-mail addresses, cellular phone numbers and facsimile number. Notice shall be deemed effective when sent by the Association to the designated e-mail address, cellular phone number or facsimile number of the Member.

In addition, the Association may permit the return of proxies and/or ballots and voting by electronic means (email, text, facsimile) where the Voting Member consents in writing to casting their vote in such a manner. Votes casted electronically will not be counted unless they are sent from the Voting Member's designated e-mail address, cellular phone number or facsimile number on file with the Association. Notice of any canceled or postponed meetings of the Association shall be given as soon as practicable except when otherwise expressly required by law. Members should consult the website for cancellations/postponements.

Section 7. Quorum. At each meeting of the Members, 15% of the Voting Members in good standing, present in person, electronically, or by proxy, shall constitute a quorum for the transaction of business except where otherwise provided by law. In the absence of a quorum, the chair shall adjourn the meeting to a new date.

At the follow-up meeting, the Voting Members in good standing who are present at the meeting originally called, shall be deemed to constitute a quorum even if less than fifteen percent 15%. At any such adjourned meeting, any business may be transacted which might have been transacted at the meeting originally called.

Section 8. Voting on Issues. Except as otherwise required by law, a quorum must be present at a meeting to vote on any issue. A majority of votes in person, electronically, or by proxy, shall be sufficient on those matters which are to be voted upon. In order to conduct a vote by mail or electronically, the Board shall serve notice to all Voting Members which shall:

1. State with specificity in terms of motion(s) the question(s) upon which the vote is to be taken;
2. State the date by which ballots must be received in order to be counted;
3. Provide an official ballot for the purposes of the vote;
4. State the date upon which the action contemplated by the motion(s) shall be effective.
This date shall be no less than ten (10) days after the date ballots must be received except for elections, which votes shall be effective as of the time of election.

Section 9. Conducting Meetings. The order of business at the annual meeting of the Members or at any general meeting as far as practicable shall be:

1. Order of Business: General Meeting:
 1. Utilize sign-in sheets (paper or electronic) to identify attendees;
 2. Proof of notice of meeting;
 3. Review of the prior meeting's minutes for correction and ratification;
 4. Old business;
 5. Reports from Officers;
 6. Reports from Committees;
 7. New business;
 8. Additional Discussions; and
 9. Adjournment.
2. Order of Business: Annual Meeting:
 1. Utilize sign-in sheets (paper or electronic) to identify attendees;
 2. Proof of notice of meeting;
 3. Introduction of appointed inspectors;
 4. Opening, verifying, and counting ballots;
 5. Announce results; and
 6. Adjournment.
3. Meeting Decorum:
 1. It is expected that the behavior of any attendee should be respectful and appropriate; and
 2. Meeting agendas are restricted to business or issues affecting the Association. Discussions and comments are to be limited to Association business or issues.

Article V – The Board of Directors

Section 1. Number and Qualifications. The Board shall consist of a minimum of five (5) individual Voting Members in good standing ("Board Members"). Only one Voting Member of for any Living Unit may serve on the Board at any one time. No Board Member, spouse/domestic partner, family member, or household member shall own, be an employee of, or in any capacity have an interest in, any service provider hired by the Board to do work for the Association.

Section 2. Elections

Term of Office. Board Members shall be elected annually for a two-year term on a rotational/staggered basis. The Board shall choose its President, Vice President, Treasurer, and Secretary (“Officers”). The Board will appoint the Officers annually. No Officer may serve more than four (4) consecutive years in any one position. An Officer must also be a Voting Member.

Nominations. The Association shall provide written notice by personal delivery, mail, or electronic means to all Voting Members. The Notice will inform the Voting Members of their right to nominate themselves or other Voting Members in good standing for candidacy to serve on the Board. This notice shall be provided no later than thirty (30) days prior to the date the Association provides notice of a meeting at which an election of executive Board Members shall be scheduled. All nominations must be submitted within twenty (20) days of the date written notice is provided under this section (“Nomination Period”). The Board’s notice shall identify the entity or Officer in charge of receiving nominations (“Designated Official”).

Notice of Election Meeting. The Association shall provide Voting Members written notice of an election of Board Members by personal delivery, mail, or electronic means no less than 14 days, nor more than 60 days, prior to the meeting at which an election of Board Members shall take place, which delivery shall occur no earlier than the day following the expiration of the time period within which candidates must be nominated. A paper or electronic ballot will be enclosed with the notice which shall contain the names of all persons nominated as a candidate. In the case of mailing, the notice shall be effective when deposited in the mailbox with proper postage. In the case of electronic means, the notice shall be effective when sent to email address of record of such Voting Member. If a Voting Member who is not in good standing receives their notice set forth herein, it does not qualify them to vote. Any vote casted by a Voting Member who is not in good standing will not be counted and the Association may impose fines on such ineligible Voting Member.

Selection of Inspector/Counting of Ballots. The Board shall identify one or more Inspectors in the Notice of Election Meeting set forth above. The Inspector(s) shall determine (i) the number of Voting Members and the voting power of each, (ii) the Voting Members represented by proxy at the Election Meeting, (iii) the existence of a quorum, and (iv) the validity and effect of proxies and ballots. The Inspector(s) shall receive all votes, hear and determine all challenges and questions arising in connection with the right to vote, and count and tabulate all votes. An Inspector may be a Voting Member in good standing, the Association’s management company or any other party designated by the Board.

The Inspector(s) shall determine the result of the Election, and do all acts as are proper to conduct the election or vote with fairness to all Voting Members. If there are three or more Inspectors, the act of a majority shall govern. On request of a Voting Member in good standing, the Inspector(s) shall make a report in writing of any challenge, question, or matter

determined by them. Any report made by them shall be prima facie evidence of the facts therein stated and the report shall be filed with the minutes of the meeting. A simple majority of votes cast shall be sufficient to elect a candidate to the Board.

The elected Board Members will begin their terms of office immediately after the vote is counted. All Association documents, contracts, correspondence, etc. will be turned over to the new Board Members immediately.

Section 3. Board Meetings Open to Members; Notice. All Board meetings, except conferences or working sessions at which no binding votes are to be taken, shall be open to attendance by all Members. The Board may exclude or restrict attendance at those meetings, or portions of meetings, at which any of the following matters are to be discussed: (i) any matter the disclosure of which would constitute an unwarranted invasion of individual privacy; (ii) any pending or anticipated litigation, or contract negotiations; (iii) any matters falling within the attorney-client privilege, to the extent that confidentiality is required in order for the attorney to exercise his ethical duties as a lawyer; or (iv) any matter involving the employment, promotion, discipline, or dismissal of a specific officer or employee of the Association. Written notice of the time, date, place, and the agenda, to the extent known, of all such open meetings shall be given by the Board to all Members at least seven (7) days in advance of such meeting.

Section 4. Removal/Vacancy of Members of the Board. Any Voting Member in good standing may initiate the removal of a Board Member who was elected pursuant to Section 2 of this Article V by submitting to the Board a petition signed by fifty-one (51%) percent of Voting Members in support of removal of such Board Member. A special election of the Association shall be held within 60 days of the submission of the petition. When the annual meeting of the Members shall be held within 60 days of receipt of the petition, then the election shall be held at the annual meeting. Only Voting Members are entitled to vote at such meeting. At the time of the meeting to remove a Board Member under this Section, the Board Member subject to removal shall be granted an opportunity to be heard at the meeting before the submission of votes by the Members.

Notice. The meeting to remove a Board Member shall be scheduled at a reasonable date and time of day to allow most Voting Members to attend. The Ballot for removal shall be drafted in accordance with N.J.A.C. 5:26-8.9(l)liv. At least 14 days prior to the meeting, the ballot shall be mailed, hand delivered, or electronically delivered to all Voting Members.

Filling of Vacancy. In the event the Members of the Association vote to remove a Board Member, the Board is authorized to appoint a Member by unanimous vote at any subsequent Board meeting. The Board shall retain the authority to fill any other vacancy in the Board created by resignation, death, or failure to maintain reasonable qualification to be an executive Board Member, including maintaining good standing, or following a vote in favor of removal. Any Board position that has been filled by an appointee in such instances shall be subject to election within a year following such appointment. If the Community voted to remove a Board member, the Board may not appoint that person.

Conviction of Felony. The Board shall immediately remove any Board Member who is convicted of a felony while in office.

Article VI: Powers and Duties of the Board

Section 1. Express and Implied Powers. The property, affairs, and business of the Association shall be managed by the Board, which shall have all those powers granted to it by the Articles of Incorporation, the Declaration, these Bylaws, and by municipal/county/state/federal statutes and law, including, but not limited to the following:

1. The Board shall have the responsibility and authority to hire, direct, and manage attorneys, accountants, vendors, a property management company, or any other vendor, for the benefit of the Association. No member of the Board, spouse/domestic partner, or household member shall own, be an employee of, or in any capacity have an interest in any service provider for the Association.
2. The Board may choose to obtain professional advice from persons, firms, corporations, such as but not limited to, landscape architects, engineers, lawyers, and accountants.
3. The Board shall ensure full compliance by the Owners for all items of property maintenance for which such Owner is responsible.
4. The Board may assess Owners individually for community-wide major repairs, maintenance services, etc.
5. The Board may enforce obligations of the Owners for the proper and sound maintenance of the community, including the right to bring or defend lawsuits to enforce the terms, conditions, restrictions, and covenants contained in the Governing Documents.
6. The Board shall have the right in connection with the collection of any type of Assessment or Common Expenses, or other charge, to impose a late fee of any reasonable amount determined by the Board from time to time, attorney's fees, costs and expenses incurred and/or interest at the legal maximum rate permitted by law if such payment is made after it is due and may be collected as if they were a Common Expense. If any default is made in the payment of any Assessments for Common Expenses, the Association may elect within ten (10) days after such default and without notice, that the entire annual Assessment by the Association shall become immediately due, and the Association may thereupon institute legal proceedings in accordance with its Governing Documents and the law.
7. The Board shall have the right in connection with any Member's violation of, and/or the Association's enforcement of, any of the Governing Documents, to impose a fine of any reasonable amount determined by the Board from time to time, related attorney's fees, costs and expenses incurred and/or interest at the legal maximum rate permitted by law and may be collected as if they were a Common Expense. Before any fine is imposed by the Board, the Member accused shall be given notice and afforded the opportunity to be heard with respect to the alleged violation in a manner consistent with the principles of due process and/or to cure the violation.

8. The Board may invest and reinvest monies, sue or be sued, pay taxes, and manage all financial aspects for the community at large.
9. The Board may sell, lease, or mortgage the Association's property.
10. The Board may purchase insurance necessary to protect the Board and community at large.

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

1. Cause the Common Areas to be maintained in good, clean, attractive and sanitary condition, order and repair;
2. Adopt and publish rules and regulations including fees, if any, governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to include these in the Book of Resolutions.
3. Suspend the right to use the recreational facilities of a Member during any period in which such Member shall be in default for more than 30 days after notice in the payment of any assessment levied by the Association. Such right may also be suspended for Members, after notice and a hearing, for a period not to exceed 60 days for infraction of the Declaration or the Book of resolutions.
4. Cause to be kept a complete record of all its corporate affairs including the Book of Resolutions, make such records available for inspection by any Member or his agent and present an annual statement thereof to the Members.
5. Supervise all officers, agents and employees of the Association and see that their duties are properly performed.
6. Issue upon demand by any Member a certificate setting forth whether or not his assessment has been paid and giving evidence thereof for which reasonable charge may be made.
7. Designate depositories for Association funds, designate those officers, agents and/or employees who shall have authority to withdraw funds from such accounts on behalf of the Association and cause such persons to be bonded, as it may deem appropriate.
8. Hold a public hearing on the proposed annual budget and approve the annual budget by a two-thirds (2/3) vote of the Board.
9. By a two-thirds (2/3) vote of the Board, fix annual general and parcel assessments at an amount sufficient to meet the obligations imposed by the Declaration and all Supplementary Declarations.
10. Annually set the date(s) assessment are due and decide what, if any, interest rate is to be applied to assessments which remain unpaid thirty (30) days after they become due.
11. Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of the due date of the annual assessment or first installment thereof.
12. Accelerate the payment of any assessment and declare the entire balance due and payable in full or which any installment remains unpaid thirty (30) days after the installment due date.

13. Cause the lien against any property for which assessments are not paid within thirty (30) days after due date to be recorded and, if not paid within ninety (90) days after due date, cause an action at law to be brought against the Owner personally obligated to pay the same.
14. Procure and maintain adequate insurance to protect the Association, its employees and its personal and real properties.
15. Enter into mortgage agreements and obtain capital debt financing subject to the provisions of the Declaration and Articles of Incorporation.
16. Appoint such committees as prescribed in Article IX.
17. Exercise their powers and duties in good faith with a view to the interests of the Association and to this end adopt appropriate guidelines for action on matters where a potential conflict of interest may exist. The Board shall advise the community of expenses exceeding ten thousand dollars (\$10,000).

Section 3. Insurance.

1. The Board shall maintain the following insurance coverages:

1. General Liability Insurance for all Common Areas;
2. Directors and Officers Insurance; and
3. Other insurance as the Board may determine.

Section 4. Committees. The Board may appoint the following committees. Each Committee will be overseen by a Board Member.

1. Landscape
2. Health and Safety (Traffic, Code Enforcement, and Infrastructure)
3. Community Events
4. Welcome Committee
5. Governing Documents
6. Alternative Dispute Resolution Committee
7. Architectural Design Review Committee

Each committee will determine the committee chair who will participate in open Board meetings providing reports of activities, issues, and recommendations. Notwithstanding the initial committees set forth above, the Board shall be entitled to form any other committees as it deems advisable. The same rules identified herein shall apply to any committee formed hereafter.

Section 5. Fines. The Board shall have discretion to fine Owners and Occupants for failure to abide by the Governing Documents.

Section 6. Liability. Unless acting in bad faith, neither the Board as a body nor any Director, Officer, or Committee Member of the Association, or delegatee shall be personally liable to any member in any respect for any action or lack of action arising out of the execution of an office

held. Nothing contained herein shall serve to exculpate members of the Board from their fiduciary responsibilities.

Section 6. Liability. Unless acting in bad faith, neither the Board as a body nor any Director, Officer, or Committee Member of the Association, or delegatee shall be personally liable to any member in any respect for any action or lack of action arising out of the execution of an office held. Nothing contained herein shall serve to exculpate members of the Board from their fiduciary responsibilities.

ARTICLE VII: FISCAL MANAGEMENT

Section 1. Examination of Books and Documents. Any Owner shall be permitted to examine the books and records of the Association at a reasonable time on a business day upon at least ten (10) days' prior written notice.

Section 2. Reports. The Association shall maintain monthly financial reports and an annual report summarizing the Association's activities, financial receipts, and payments as prepared by the management company. All matters pertaining to individual Owners' dues payments shall remain confidential. No financial information pertaining to individuals shall be disseminated outside of the immediate Board.

ARTICLE VIII: OFFICERS

Section 1. Duties.

President: The President shall be the chief executive officer of the Association. The President will preside at all meetings of the Association and of the Board. The President shall have all the general powers and duties which are usually vested in the office of President of the Association. The President shall vote only if there is a tie.

Vice President: The Vice President shall take the place of the President and perform those duties whenever the President is absent or unable to act. If the President and the Vice President shall be unable to act, the Board will appoint another director to do so on an interim basis. The Vice President shall also perform such other duties that may be required.

Secretary: The Secretary shall keep minutes of all meetings of the Board and Association. The Secretary will have charge of all papers, books, and documents that the Board may direct and shall perform all duties incident to the office. The Secretary will provide minutes to the management company for publication, or the Board may engage with the management company to provide the minutes.

Treasurer: The Treasurer shall have the responsibility for the Association's funds and securities, and the full and accurate accounting of all receipts and disbursements in books belonging to the Association. The Treasurer, with approval from the Board, may designate the management

company to receive funds, process payments, and keep the accounts. The Treasurer shall remain responsible for monitoring such functions. The Treasurer shall present a financial report at each Board meeting which shall include receipts, expenditures, and funds contained in reserves.

ARTICLE IX – AMENDMENTS TO THE BYLAWS

Section 1. Amendments. The Bylaws may be amended by the Voting Members at any Regular or Special Meeting upon a vote of majority of the Voting Members in good standing provided the Voting Members have 60 days-notice of any proposed changes and an opportunity to discuss proposed changes at a meeting of the Members. In addition, the Board may amend these Bylaws in accordance with N.J.S.A. 45:22A-46(d)(5) without the need for a vote as set forth in this section to the extent necessary to render these Bylaws consistent with state, federal, or local law.

These Bylaws may also be amended by the Board by providing notice to all Voting Members of the proposed amendment, which notice shall include a ballot to reject the proposed amendment. Other than an amendment to render the Bylaws consistent with state, federal, or local law, if at least ten (10) percent of the Voting Members vote to reject the amendment within thirty (30) days of its mailing, the amendment shall be deemed defeated.

ARTICLE X – TORT IMMUNITY

Section 1. Immunity. Pursuant to the authority of N.J.S.A. 2A:62A-13(a), the Association shall not be liable in any civil action brought by or on behalf of a Member to respond to damages as a result of bodily injury to the Member occurring on the premises of the Association. Pursuant to N.J.S.A. 2A:62A-13(b), nothing in this Article X shall be deemed to grant immunity to the Association causing bodily injury to the Member on the premises of the Association by its willful, wanton or grossly negligent act or omission.

ARTICLE XI – ENFORCEMENT AND SELF-HELP

Section 1. The Board shall have the power, at its sole option, to enforce the terms of the Declaration, these By-Laws or any rule or regulation promulgated pursuant thereto, by any or all of the following: self-help; sending notice to the offending party to cause certain things to be done or undone; restoring the Association to its original position and charging the breaching party with the entire cost or any part thereof; complaining to the duly constituted governmental authorities; or by taking any other action, summary or otherwise, before any court, as may be provided by the Declaration, these By-Laws, any rule or regulation or by law.

Section 2. To the extent now or hereafter permitted by the law of the State of New Jersey, the Board shall also have the power to levy fines against any Member or Tenant for violation(s) of any rule or regulation of the Association or for any covenants or restrictions contained in the Declaration or By-Laws, of any reasonable amount as determined by the Board and up to the legal maximum rate permitted by law; provided, however, that for each day any violation continues after notice it shall be considered a separate violation. Collection of any fine may be

enforced against any Member involved as if it were a Common Expense owed by the particular Member. Despite the foregoing, before any fine is imposed by the Board, the Member involved shall be given at least ten (10) days prior notice and afforded an opportunity to be heard, with or without counsel, with respect to the violation(s) asserted.

Section 3. No restriction, condition, obligation or covenant contained in the Declaration, these By-Laws or any rule or regulation shall be deemed to have been abrogated or waived by reason of the failure to enforce same irrespective of the number of violations or breaches thereof which may occur.

ARTICLE XII - ARCHITECTURAL CONTROL

Section 1. Architectural Control. No landscaping, building, fence, wall, or other structure or improvement (including, without limitation, pools and outdoor sheds) shall be constructed, erected, or maintained upon any Living Unit, nor shall any exterior addition to or change or alteration be made to any Living Unit (collectively, the "Improvements"), until the plans and specifications showing the proposed Improvements, the materials to be used, and the locations and effect of the same upon such Living Unit, shall have been submitted to and approved in writing by the Architectural Design Review Committee (as hereinafter defined).

Section 2. Approval Process. Any Owner seeking to make Improvements to his Living Unit shall submit a detailed plan of the Improvements to the Management Company who in turn will forward it to the Board and Architectural Design Review Committee. The Architectural Design Review Committee shall have the right to approve such plans or to limit approval upon change of any effect of the Improvements in an effort to keep the Improvements consistent with and in harmony with the overall scheme and architecture of the Association. Approval of any Improvements which meet the design criteria and architectural standards established by the Architectural Design Review Committee pursuant to Section 3 hereof shall not be unreasonably withheld. In the event the Architectural Design Review Committee fails to approve or disapprove the Improvements within thirty (30) days after such plans have been submitted for approval, the applicant should contact the Management Company.

Approval of any proposed Improvements shall be by majority vote of the Reviewers (as hereafter defined). Any Owner whose proposed Improvements have been denied by the

Architectural Design Review Committee shall have a right to appeal to the Board. The Board, in its sole discretion, may review the decision of the Architectural Design Review Committee, and the decision of the Board shall be final and binding on the owner.

Section 3. Design Criteria. The Board shall adopt design standards which shall be used by the Architectural Design Review Committee in making its decisions (the "Design Standards"). The Architectural Design Review Committee shall have the right to recommend modifications to such Design Standards for any Improvements, but any such modifications to the Design

Standards shall be effective only if approved in writing by the Board. A copy of the current Design Standards shall be available for review at the office of the Association during normal business hours. Upon written request of an Owner, the Association shall promptly provide copies of all design criteria and the then current Design Standards on file and may charge such Owner a reasonable fee therefor. Nevertheless, the Architectural Design Review Committee shall have the power to grant waivers from any such design criteria and the Design Standards according to procedures and subject to such conditions as may be established by the Board.

Section 4. Violation of Architectural Controls. Any Owner who violates the provisions of this Article or who constructs any Improvements other than in accordance with the plans approved by the Architectural Design Review Committee shall be given written notice of such violations and an opportunity to correct such violations within twenty (20) days after such notice is given. Failure to cure the violations within such twenty (20) day period shall entitle the Association to impose fines and take such other action set forth in Article VI Section 4 hereof, and in the event an injunction is issued demanding that the Improvements be removed and the property restored, then the Board shall have the right to remedy the violations in accordance with such injunction and assess a Remedial Assessment against the Owner as herein provided for costs incurred by the Association. The Association shall be entitled to collect all costs, including court fees and fees for legal counsel, from such Owner which it may incur in the enforcement of this Article, and such charges shall be deemed assessments hereunder.

Section 5. Appointment of Reviewers. The Architectural Design Review Committee shall be comprised of a committee of not less than three (3) Voting Members in good standing, who, when serving in such capacity shall be referred to as "Reviewers". The Reviewers shall be appointed by the Board from among the Owners. If one or more candidates shall not agree to serve as a Reviewer, the Board shall appoint a replacement Reviewer.

XIII – INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each officer and member of the Board of Directors of the Association in consideration of his or her services as such, shall be indemnified by the Association to the extent permitted by law against expenses and liabilities reasonably incurred by them in connection with the defense of any action, suit, or proceeding, civil or criminal, to which he may be a party by reason of being or having been a director or officer of the Association. The foregoing right of indemnification shall not be exclusive of any other rights to which the director or officer or person may be entitled by law, or agreement, or vote of the Members or otherwise.

ARTICLE XIV – CONFLICTS

If there are conflicts between these Bylaws and municipal, county, state, or federal statutes, the statutes will supersede these Bylaws.

IN WITNESS WHEREOF, these Amended and Restated Bylaws have been executed as of the date first written above.

WITNESSED OR ATTESTED BY:

_____, Vice President

STATE OF NEW JERSEY)

)ss

COUNTY OF)

WINDSOR MEWS HOMEOWNERS ASSOCIATION, INC.

By: _____, President

I CERTIFY that on _____, 2023 _____ personally appeared before me and this person acknowledged under oath, to my satisfaction, that:

- a. This person signed and delivered the foregoing document on behalf of Windsor Mews Homeowners Association, Inc., as named in this document; and
- b. This document was signed and delivered by Windsor Mews Homeowners Association, Inc. as its voluntary act and deed by virtue of authority from its Board of Directors.

Sworn and subscribed before me this: _____ day of _____, 2023.

Notary public:

My commission expires:

Record and return to:

David Dahan, Esq. Hyland Levin Shapiro LLP 6000 Sagemore Dr., Suite 6301 Marlton, NJ

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(856) 355-2900