

Article I Association Members

Section 1 Definition

An Association member is any person who owns land as recorded on the deed and continues to own land within the limits of Giants Neck Heights Association, hereafter known as the Association, who is 21 years of age or older.

Section 2 Voting

- a. One vote may be cast at Association meetings by a member or by one representative of an owner, a firm, or a duly created trust fund who is appropriately authorized to do so. If the voting results in a “tie,” the final outcome will be determined by the Association President.

Article II Meetings

Section 1 Regular Meetings

- a. The regular meetings of the members of the Association shall be held in May (Budget) and June (Elections) to be scheduled by the Governing Board. Notice of said meetings shall be posted at Town Hall by January 31 of each year, as defined in Connecticut General Statutes, Section 1-225.
- b. All Association business shall be brought before the Association membership at regular meetings or, as may be required, in a special meeting. Proposed business shall be approved by a simple majority of members present.

Section 2 Budget Meeting

A copy of the proposed budget shall be mailed or electronically distributed with notification of the May meeting to each landowner of record. Proposed budget shall be reviewed at the May meeting and voted on by membership. Approved budget will be posted on the website within three business days after the budget meeting.

Should the budget be defeated, the BOG is authorized to apply the current year’s operating budget to the coming fiscal year – without changes. There would be no capital expenditures unless they were previously specified in the current fiscal year to be spent over the coming fiscal year.

Section 3 Election Meeting

Election meeting shall be held in June. Three Governing Board positions will be open each year. Nominating committee will propose a slate of candidates inclusive of nominations from the floor and the slate will be voted upon in person.

Section 4 Special Meetings

Special Meetings may be called at any time by the Board of Governors or upon receipt of a petition signed by sixty (60) Association members. A notice of special meeting shall state the purpose of the meeting and shall be held within twenty-one days (21) from the receipt of the petition.

Section 5 Notification

The Governing Board shall notify all members of the Association in writing, by mail, or electronically distributed by request two (2) weeks in advance of all meetings and activities planned for that season. The date, time, place and purpose of said meetings shall be posted at the East Lyme Town Hall, twenty-four (24) hours prior to said meetings.

Section 6 Quorum

No less than twenty-five (25) members of the Association, as defined in Art. 1, Section 1, shall constitute a quorum for the transaction of business (voting) at any meeting of the Association. If twenty-five (25) members and five members of the governing board are not present at such meeting, the presiding officer shall postpone such meeting until at least twenty-five (25) legal members can be convened.

Section 7 Boundaries

All regular, special, or Governing Board meetings of the Association shall be held within the territorial limits of the Town of East Lyme.

Section 8 Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases to which they apply and which are consistent with these bylaws, the Articles of Incorporation, and any special rules of order the Association may adopt.

Article III Governing Boards

Section 1 Members

The property and affairs of the Association shall be under the care and management of a Governing Board consisting of nine (9) members duly elected by the membership.

Section 2 Quorum

Five members of the Governing Board must be present at any regular or special meeting and shall, along with the twenty-five members required by Article 1, Section 2, constitute a quorum. If less than five members of the Governing Board are present, the meeting shall be adjourned and rescheduled to a specified future date. No meeting shall be conducted without the Association President, the Vice President, or a designated Board member present.

Section 3 Eligibility

Any member of the Association as defined in Article 1, Section 1 of these bylaws is eligible to be elected to the Board of Governors.

Section 4 Term Limits

A term on the Board of Governors shall be for three years and no member shall be elected for more than two consecutive three-year terms. A one-year absence is required before a member can serve another two consecutive three-year terms.

Section 5 Vacancies

A vacancy on said Board occurring during the year shall be filled by a majority [vote] of remaining board members, and such member so appointed shall hold office for the unexpired portion of the term as defined in Articles of Incorporation, Section 6.

Section 6 Attendance

Three unexcused absences of a member from Board meetings will be considered sufficient grounds for the Board to replace the Board member. Absences may be excused by the President for justifiable reasons such as work requirements, sickness, travel, etc.

Section 7 Annulments

The voting members of the Association may, at any regular or special meeting, annul or override any order or act of the Governing Board by a two-thirds majority vote of the Association voting members. Such action shall only be effective from the date of its promulgation.

Section 8 Emergency Expenditures

The Governing Board has the authority to expend Association funds, not to exceed \$7,500, in the event of emergency situations. Emergency: A state of imminent or proximate danger to life or property in which time is of the essence. A simple majority of the Board quorum is required. Details will be reported to the Association members along with the Annual Budget.

Article IV Officers

Section 1 Election

The nine members of the Board of Governors shall be elected by the Association at the June Meeting. These members shall hold staggered 3-year terms as defined in the Articles of Incorporation, Section 4 of number 585 of the special acts of 1953. The Board shall then elect a President and a Vice President.

Section 2 Duties - President

It shall be the duty of the president to preside at all meetings of the Association and the Governing Board. The president shall have general supervision authority of the Association's meetings and power to enforce all regulations and ordinances as may be adopted in the name of the Association under and in pursuance of the provisions of the Articles of Incorporation and of these By-Laws or as directed by the Governing Board to all committees. The President shall appoint one member of the Governing Board to all committees. The President shall be an ex-officio member of all committees.

Section 3 Duties – Vice - President

The Vice-President shall perform the duties of the President when the President is absent or unable to perform his or her duties.

Section 4 Duties – Secretary

The Secretary shall be a member of the Association appointed by the Board and need not be a member of said Board. The Secretary shall keep a record of the minutes of all meetings of the Association and the Governing Board, file a copy with the clerk of the Town of East Lyme within seven working days following a meeting (as per FOI), and make copies available upon request. The Secretary shall also perform other such duties as prescribed by the Articles of Incorporation, these By-Laws, or as directed by the Governing Board.

Section 5 Duties – Treasurer

The Treasurer shall be a member of the Association appointed by the Board and need not be a member of said Board. The Treasurer shall manage the Association's finances according to the directives of the Governing Board and shall provide a financial summary at all meetings to be made available to all members. The Treasurer is responsible for ensuring completion of an annual Internal Audit, and filing of required annual Financial Statements with the Town of East Lyme including public notification of the Audit Records availability (CT General Statutes Section 7-392, 7-393, 7-394). The output of the Internal Audit shall be an annual audit report. The Treasurer will also ensure that requirements of CT General Statutes Section 7-129 are adhered to. Treasurer shall monitor the bookkeeper hired by the Board of Governors.

Section 6 -Tax Collector

The Tax Collector of the GNHA shall collect taxes in accordance with the CT General Statutes Section 12-130, and be trained and certified Per the CT General Statutes Section. 12-130a.

Article V Fiscal Year

The fiscal year of the Association shall begin on the first day of July each year (CT General Statute, Section 7-382).

Article VI Committees

Section 1 Definition

All committees shall be advisory to the Board of Governors and may not act for the Board unless expressly authorized by the President.

Section 2 Standing Committees

The standing committees under the purview of the Board of Governors shall consist of the following: Clubhouse, Beach, Maintenance, Parking Lot, South Beechwood Park, Communications, Events, and Audit.

Section 3 Audit Committee

CT General Statutes require the GNHA to perform an Annual Internal audit (CT General Statutes Chapter 111, Municipal Auditing Act). The Audit committee is led by the Audit Committee Chair. The audit committee shall comprise of three (3) members, in good standing, selected by the Audit Chair. The audit committee may consist of different members each year. The term is only set to be for that specific audit. The Treasurer and President must be present for the audit but are not part of the committee. Internal Audit is required to be completed by October 31 of each year.

Section 4 Special Committees

The President shall appoint special committees whenever, in the opinion of the Governing Board, such committees are needed.

Section 5 Nominating Committee

The purpose of this committee is to be active within the association and engage with members to bring new candidates to the annual election meetings. The committee will consist of three members.

The initial term appointment schedule will be staggered to allow for it to naturally run properly in the following years.

The initial term schedule will be as follows:

Committee member #1 - 1 year term

Committee member #2 - 2 year term

Committee member #3 - 3 year term

This will allow for there to be an open slate each year – just as the BOG.

Current BOG members are not eligible to be on the committee.

Those interested in putting their name on the slate for a BOG seat are not eligible to be on the committee.

Duties of the committee:

1. A nominating committee, composed of three Association members, appointed by the President with the approval of the Governing Board, shall present, in the call of the Annual Budget meeting or any special election, a slate of names of those eligible members to fill the number of vacancies on the Governing Board.
2. Each slate, with the terms to be served, shall be presented to the Association membership at the Annual budget meeting.
3. Nominations from the floor shall be in order at the June Election Meeting provided the nominee has agreed to allow his/her name to be placed in for nomination.
4. Members of the Governing Board shall be elected by those present and voting at the June Election Meeting, providing a quorum is present. Once a quorum is established, a simple majority of those present shall be required to elect members.

Article VII Amendments

Section 1 Definition

The Board of Governors may call for a review of the current bylaws.

Section 2 Procedure

A copy of proposed by-law amendments shall be included in the annual mailer which will be mailed or electronically distributed (if requested) to all members two weeks prior to the Annual [May] meeting. The proposed amendments shall be discussed and finalized at the June meeting. The proposed amendments shall be discussed and finalized by two-thirds majority vote at scheduled or special meeting. The by-laws shall be amended by a two-thirds majority vote at the following scheduled referendum date, becoming effective immediately. A copy of the revised By-Laws shall be made available to all members.

Article VIII Budget Requirements

Any single proposed appropriation or expenditure exceeding three thousand dollars shall require three documented estimates/quotes, before presentation to the BOG &/or Association for inclusion in the proposed annual FY Budget.

Article IX

Section 1 Ordinances

All ordinances are constituted as a separate document from the bylaws. Proposed ordinance changes shall be brought to the Governing Board for review. The proposed amendments shall be discussed and finalized by two-thirds majority vote at scheduled or special meeting. The ordinances shall be amended by a two-thirds majority vote at the following scheduled referendum date, becoming effective as specified in the ordinance. A copy of the revised ordinances shall be made available to all members.

