

# GIANTS NECK HEIGHTS ASSOCIATION BY-LAWS

Giants Neck Heights Association is defined as a political subdivision and corporate entity, within the State of Connecticut, the Town of East Lyme and acts as its own governing body as stated in our Charter/Articles of Incorporation (House Bill No. 1808) (SP. No. 585-1953) (House Bill No. 512) (Sp. No 166-1957) (House Bill No 4359) (SP No. 230-1963)

## **Article I Governance**

The Association Governing Board described in Article IV herein shall manage the affairs of the Association in between meetings of full membership. Authority for approving budgets, amending by law or requesting a change to the territorial limits of the Association shall rest with full membership. All other decisions necessary to conduct the business of the Association shall be made by the Governing Board.

## **Article II Association Members**

### Section 1 Definition

An Association member is any person or entity which 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.

Every individual, corporation, trust, limited liability company, or legal entity, who owns or who may hereafter become the owner of any land within said limits, while they continue to be owners of such land, shall automatically be a member of Giants Neck Heights Association in the manner provided. When the ownership of any land in the Association is in the name of more than one individual, each co-owner shall be deemed a member of the Association. When the ownership of any land is in the name of a corporation, trust, limited liability company or any other legal entity, said entity may designate, in writing, a “nonmember representative” to vote on Association business by notifying the Association secretary of such designation in writing ten (10) business days prior to any Association meeting or special meeting, on a form authorized by the Governing Board.

### Section 2 Voting

- A. One vote may be cast at an Association meeting by an individual or individuals who own multiple properties within the territorial limits of said Association.
- B. A non-member representative of any legal entity may vote for the owner with written authorization to cast the owner’s one vote.
- C. All votes must be cast in person at an Association meeting or special meeting.
- D. Except for the explicitly authorized representative of an entity, the use of proxy, power of attorney or other delegations of voting power are explicitly prohibited.
- E. The President of said Association will not vote at any regular Association meeting or special meeting unless there is a tie.

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## Article III Association Meetings

### Section 1 Regular Meetings

- A. The regular meetings of the members of the Association shall be held in May (Budget) and June (Elections) and may have an August (End of Season) meeting scheduled by the Governing Board. Notice of said meetings shall be posted at the East Lyme Town Hall and on the Association website by January 31 of each year, as defined in Connecticut General Statutes, Section 1-225.
- B. All business not conducted by the Governing body (budgets, By-laws, amendments, sale or lease of Association property, commencement of lawsuit) 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.
- C. Proposed agenda items may be submitted to the Governing Board by members at least seven (7) days prior to any regular Association meeting.

### Section 2 Budget Meeting

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

Should the budget be defeated, the Governing Board is authorized to apply the current year's operating budget to the coming fiscal year without changes. There would be no capital expenditure unless they were previously specified in the current fiscal year to be spent over the coming fiscal year.

Any proposed single appropriation or expenditure exceeding three thousand (3,000) dollars shall seek three documented estimates/quotes, before presentation to the Governing Board and/or Association for inclusion in the proposed annual fiscal year Budget.

### Section 3 Election Meeting

The election meeting shall be held in June. Three Governing Board positions will be open each year. The Nominating Committee will present a slate of candidates. Nominations from the floor will be allowed. People nominating themselves must be present or have presented a signed letter of intent to run for the Governing Board. The slate will be voted upon in person. All candidates will have the opportunity to briefly speak or have a letter read on their behalf at the election meeting.

Anyone interested in running for a Governing Board position should notify the Nominating Committee by April 15th of their intent to run for the Governing Board.

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## Section 4 Special Meetings

Special meetings may be called at any time in a manner consistent with the Connecticut Freedom of Information Act, by the Governing Board or upon receipt of a petition signed by sixty (60) Association members. The notice of a special meeting shall state the purpose of the meeting, shall be limited to that purpose only and shall be held within twenty-one (21) days from the receipt of the petition.

## Section 5 Notification

The Governing Board shall notify all members of the Association by writing, by mail or email, 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 on the Association's website and at the East Lyme Town Hall, twenty-four (24) hours prior to said meetings.

## Section 6 Quorum

No fewer than twenty-five (25) members of the Association, as defined in Art. 2, Section 1, shall constitute a quorum for the transaction of business (voting) at any meeting of the Association. No less than five (5) members of the Governing Board must be present and may be included among the twenty-five (25) members needed for a quorum. If a quorum is not met, the presiding officer shall postpone such meeting until a quorum can be convened.

## Section 7 Meeting Site

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 By-Laws, the Articles of Incorporation, and any special rules of order the Association may adopt.

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## **Article IV Governing Board**

### Section 1 Members

In between full membership Association meetings, 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 (5) members of the Governing Board must be present at any regular or special Governing Board meeting. If less than five (5) 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 Governing Board member designated by the President to preside over the meeting.

### Section 3 Eligibility

Any member of the Association as defined in Article 2, Section 1 of these By-Laws is eligible to be elected to the Governing Board.

### Section 4 Term Limits

A term on the Governing Board shall be for three (3) 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. If a Governing Board member vacates their role during their second term, at least one (1) full year must pass prior to them being eligible for election.

### Section 5 Vacancies

A vacancy on said Governing Board occurring during the year shall be filled by a majority vote of the remaining Governing Board members, and such members so elected shall hold office for the unexpired portion of the term as defined in the Charter/Articles of Incorporation, Section 6. The Governing Board may take recommendations from the Nominating Committee for candidates in good standing.

### Section 6 Attendance

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

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## Section 7 Rescinding Action of the Governing Board

The members of the Association may, at any regular or special Association meeting, rescind or override any order or act of the Governing Board by a two-thirds majority vote of the Association membership. 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 seven thousand and five hundred (7,500) dollars, in the event of emergency situations. An emergency shall be defined as a state of imminent or proximate danger to life or property in which time is of the essence. A simple majority of the Governing Board quorum is required. Details of the expenditure will be reported to the Association members along with the Annual Budget.

## **Article V Officers**

### Section 1 Election

The Governing Board shall consist of nine (9) members, three (3) of whom are elected each June. These members shall hold staggered three-year terms as defined in the Articles of Incorporation, Section 4 of number 585 of the special acts of 1953. The Governing Board shall then elect a President and a Vice President.

### Section 2 Duties - President

The President shall be elected by the Governing Board for a term of two (2) years, but the president-elect shall serve for only one (1) year if their term on the Governing Board expires in one (1) year. 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 at least one member of the Governing Board to each Association property (Clubhouse, Parking Lot, Park, Beach) or any other position that the Governing Board deems necessary. The President shall be an ex-officio member of all committees.

### Section 3 Duties – Vice President

The Vice President shall be elected by the Governing Board for a term of two (2) years, but the Vice President elect shall serve for only one (1) year if their term on the Governing Board expires in one (1) year. The Vice President shall perform the duties of the President when the President is absent or unable to perform his or her duties.

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## Section 4 Duties – Secretary

The Secretary shall be a member of the Association appointed by the Governing Board and need not be a member of said Governing Board. The Secretary shall file the agenda within twenty-four (24) hours of an official meeting with the Town of East Lyme and post it on the Association website. The Secretary shall keep a record of the minutes of all meetings of the Association and the Governing Board and its committees, file a copy with the clerk of the Town of East Lyme and post them on the Association website within seven working days following a meeting (must comply with CGS 1-200 through 259 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. Results of any votes must be posted within 48 hours of an official meeting.

## Section 5 Duties – Treasurer

The Treasurer shall be a member of the Association appointed by the Governing Board and need not be a member of said Governing 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 the filing of the required annual Budget Statement 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. The Treasurer shall monitor the bookkeeper hired by the Governing Board.

## Section 6 -Tax Collector

The Tax Collector is appointed by the Governing Board and need not be a member of the Association. The Tax Collector serves at the discretion of the Governing Board. The Tax Collector of the GNHA shall collect taxes in accordance with the CT General Statutes Section 12-130 and be trained and certified by the CT General Statutes Section. 12-130a.

## **Article VI Fiscal Year**

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

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## Article VII Committees

### Section 1 Definition

All committees shall be advisors to the Governing Board and may not act for the Governing Board unless expressly authorized to do so by the Governing Board.

### Section 2 Special Committees

The Governing Board may establish special or ad hoc committees as it deems necessary by majority vote. The Governing Board shall appoint a Governing Board member to organize each committee. Upon formation, the committee shall select a Chair from among its members.

#### Section 2.1 Special Committee Requirements

Each special committee shall have one Chair.

Each committee shall include at least one Governing Board member, who shall serve as liaison between the committee and the Governing Board. The Governing Board liaison is not considered part of the committee.

Committees shall consist of no fewer than three (3) and no more than ten (10) members, unless otherwise authorized by the Governing Board.

No committee shall include more than four (4) Governing Board members. Membership of a special committee shall be comprised of no more than forty (40) percent (%) Governing Board members.

Members in good standing may serve on only one active committee at a time except if the organizer or Chair is unable to fill committee positions, participation may be extended to a member(s) in good standing who is/are actively serving on another committee.

The Governing Board shall establish the committee's charge or scope of responsibility. The committee Chair shall submit to the Governing Board the proposed number of participants, the process for selecting committee members, the committee timeline, goals, meeting schedule, and shall be responsible for maintaining agendas and minutes and sending them to the Secretary.

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## Section 3 Standing Committees

Audit and Nominating committees shall be the Governing Board's standing committees.

### Section 3.1 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 may comprise no less than three and no more than ten 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. An Internal Audit is required to be completed by October 31 of each year. Every three to five (3-5) years, the Audit Committee may recommend an external audit to the Governing Board as needed.

### Section 3.2 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. Appointments for this committee will start on July 1st and end on June 30th.

The Governing Board will fill any vacancies on said Nominating Committee as they occur, by majority vote.

The initial terms will be as follows:

Committee member #1 – 1-year term

Committee member #2 - 2-year term

Committee member #3 - 3-year term

Current Governing Boards members are not eligible to be on the committee. Those interested in putting their name on the slate for a Governing Board seat are not eligible to be on the committee.

Committee members are appointed by the Governing Board. The members of the committee select their own chair.

Duties of the nominating committee:

1. The Nominating Committee shall determine that any candidate who has come forward as a candidate to serve on the Governing Board is a member of the Association in good standing, including members who come forward from the floor at the June election meeting.

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2. The Nominating Committee shall notify candidates that they may submit statements of 200 words or less regarding their candidacy to the Nominating Committee by April 15.
3. The Nominating Committee shall present to the Governing Board by April 30 the list of candidates who have put forward their names to serve on the Governing Board and their statements of candidacy, if provided, may be distributed to Association membership.
4. The Nominating Committee shall present the names of those members who have come forward as candidates for the Governing Board to the Association membership at the Annual budget meeting.

## **Article VIII By-law Amendments**

A majority vote of the Governing Board may propose an amendment or amendments to the By-Laws. Members may propose an amendment or amendments to the By-Laws by presenting a petition signed by sixty (60) Association members to the Governing Board.

A copy of proposed By-Law amendment(s) shall be included in the next available annual mailer which will be mailed or electronically distributed (if requested) to all members two weeks prior to the annual May budget meeting. The proposed amendment(s) shall be discussed and shall require two-thirds majority vote for approval at the scheduled June election or special meeting. Any amended By-Laws will go into effect ten (10) days after passage. A copy of the revised By-Laws shall be made available to all members.

## **Article IX Ordinance Amendments**

### Section 1 Ordinances

All Ordinances are constituted as a separate document from the By-Laws. Proposed Ordinance changes shall be brought to the Governing Board for review and recommendation for adoption by the membership. The proposed Ordinance amendments shall be considered and adopted by two-thirds majority vote of members at a scheduled or special Association meeting and shall become effective ten (10) days after passage. A copy of the revised Ordinances shall be posted on the website and made available at a member's request to the Secretary.

## **Article X Conflicts**

If any provision of these By-Laws is found to conflict with the provisions of any federal or Connecticut state law, or East Lyme town ordinance, the provisions of such law shall govern, and the remaining By-Laws shall continue in full force.

If any Association Ordinance is found to conflict with the provisions of any federal or Connecticut state law, or East Lyme town ordinance, the provisions of such law shall govern, and the remaining Ordinances shall continue in full force.

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The Governing Board shall by a simple majority recommend a By-Law or Ordinance amendment that is not in conflict and include it for membership consideration in the next available annual mailer for adoption by membership.

## Revisions June 2026

Parts of the 2026 By-Laws that differ from the 2022 By-Laws:

Prologue (new), Article I Governance (new), Article II Association Members, Section 1 Definitions (revised), Section 2 Voting (revised), Article III Association Meetings, Section 1 Regular Meetings (A. revised & C. new), Section 2 Budget Meeting (revised), Section 3 Election Meeting (revised), Article IV Governing Board, Section 4 Term Limits (revised), Section 5 Vacancies (revised), Article V Officers, Section 2 Duties – President (revised), Section 3 Duties – Vice President (revised), Section 4 Duties – Secretary (revised), Section 5 Duties – Treasurer (revised), Article VII Committees, Section 2 Special Committees (revised), Section 2.1 Special Committee Requirements (new), Section 3 Standing Committees (new,) Section 3.1 Audit Committee (revised), Section 3.2 Nominating Committee (revised), Article VIII By-Law Amendments (revised), Article IX Ordinance Amendments (revised), Article X Conflicts (new).

**Association Meeting June 27, 2026, effective date July 5, 2026**