

# **BY-LAWS OF WATERFORD ASSOCIATION, INC.**

**REVISED ON APRIL 24, 2021**

**10/19/21 DRAFT**

## **PREAMBLE**

The name of the Corporation is WATERFORD ASSOCIATION, INCORPORATED, hereinafter referred to as the “**Association**”.

The Association is a non-profit, non-stock corporation organized under the Connecticut Revised Nonstock Corporation Act (Chapter 602 of the Connecticut General Statutes) as the same may be amended from time to time (the “**Act**”). The Association purposes are to engage in any lawful act or activity permitted under the Act. Specifically, the Association purposes shall include but not be limited to:

- Maintaining and improving the general welfare and neighborly community spirit of Pleasure Beach (as defined below), within the Town of Waterford;
- Enhancing and protecting the appearance and value of Association property for the enjoyment of Members;
- Providing a safe and enjoyable beach for use by Members during the summer season; and
- Stewardship of the Association beach and surrounding areas, to protect the salt water ecology and natural resources entrusted to the Association for the enjoyment of future generations of Members.

## **ARTICLE I – Officers**

Section 1: There shall be a President; a Vice President; a Recording Secretary; a Financial Secretary and a Treasurer who shall be elected at the Annual Meeting of the Association.

Section 2: There shall be a Board of Directors, consisting of the President, Vice President, Recording Secretary, Financial Secretary, Treasurer, and immediate past President.

Section 3: All Members, as that term is defined herein, who are at least eighteen (18) years of age, are eligible to serve as Officers, Directors or Committee Members of the Association.

Section 4: All Officers shall be elected by check list ballot, when called for by any Primary Member, as that term is defined herein, otherwise by regular method of ballot, and shall hold office through the Labor Day weekend, after which time the elected successors will assume responsibility of office. Any vacancy shall be filled by the Board of Directors for the balance of the term.

## **ARTICLE II – Membership**

Section 1: There shall be an active membership, comprised of two (2) classes of member, which are referred to at times herein collectively as “**Members**”:

1. “**Primary Members**”, who shall be at least eighteen (18) years of age and the record owners of residential property within that section of the Town of Waterford known as

Pleasure Beach, hereinafter defined. Such property is referred to herein as the “**Household**”. Primary Members are responsible for the timely payment of the assessments, dues and fees set forth in Article VII herein. Each Primary Member not delinquent in the payment of assessments, dues or fees is deemed to be in “**Good Standing**” and eligible to vote on Member matters.

2. “**Household Members**”, who shall be “**Family Members**” of the Primary Member or another Household Member, and are designated in writing by the Primary Member on the annual application for membership as Household Members. The term “Family Member” shall include individuals related by birth, marriage, domestic partnership or other legal relationship.

The Association defines the Pleasure Beach boundaries as south on Great Neck Road from the intersection of Colonial Dr. to Shore Road (including houses on the east side of Great Neck Road), thence west/north on Shore Road to New Shore Road, thence west/north on New Shore Rd. to the intersection of Shore Rd. and Goshen Road, thence north on Shore Rd. to Lamphere Rd., and east on Lamphere Rd. to Great Neck Rd. includes all houses streets/roads within these boundaries, as well as those streets/roads adjacent to these boundaries on the north, south, and west; also includes Jordan Cove Road west to Gardiner Wood Road, including Jordan Cove Circle.

Section 2: The Membership year shall be set from time to time by the Board of Directors and need not be consistent with the Association’s fiscal year.

Section 3: Membership is not transferrable. Eligibility for continued Membership is contingent upon continued record ownership of the Household by the Primary Member or Primary Members. No Membership may be renewed if the Primary Member(s) no longer holds record title to the Household.

Notwithstanding, upon the death or resignation of a Primary Member, the Association shall take no action to terminate such Membership for a period of ninety (90) days from the date of the Primary Member’s death or resignation (“**Grace Period**”), to allow sufficient time for one or more Household Members to establish record ownership of the Household and continue Membership in the Association. The Board shall have discretion to extend such Grace Period in the event of hardship on one or more of the Household Members.

Section 4: Membership shall be limited to two hundred (200) Households.

Section 5: Applications for membership shall be made on forms furnished for that purpose. All applications shall be submitted to the Membership Committee, which will act on such application and, if approved, refer such approved application to the financial secretary for processing.

Section 6: Badges, Day Passes and beach access:

1. Any person 8 years of age or older must have a badge or day pass to access the beach.
2. Each Household is entitled to two badges. Primary Members may purchase up to six additional badges for the use of only Members and non-Member guests accompanied by a Member, at such cost as is set from time to time by the Board of Directors.

3. Day passes may be purchased on a daily basis for use by Members or their guests accompanied by a Member, in such numbers and at such cost as is set from time to time by the Board of Directors based on the public health needs of the Members.
4. Notwithstanding Sections 6.1 and 6.2, no badge or day pass may be used by or for a non-Member currently living in Pleasure Beach.

Section 7: At such times as the total number of Households exceeds two hundred (200), no new Membership applications will be considered until such time as the number of Households is below 200. The Board may but is not required to establish and maintain a Waitlist for prospective members.

### **ARTICLE III – Member Meetings**

Section 1: There shall be a regular Business Meeting held on the second Saturday of July at a time and place designated by the President.

Section 2: The Annual Meeting of the Association shall be held for the election by Primary Members of Officers, hearing of reports of the Officers and Committees, and the transaction of any other business that may be proper to bring before said meeting, on the third Saturday of August at a time and place designated by the President.

Section 3: Other meetings shall be called by the Secretary on order of the President, or by written request of any three Directors or fifteen Primary Members in good standing.

Section 4: Any Fifteen (15) Primary Members in good standing shall constitute a quorum.

Section 5: A Primary Member who is delinquent in the payment of assessments, dues or fees shall not be allowed to vote on Membership matters until such Primary Member has paid such assessments, dues and fees.

### **ARTICLE IV – Committees**

Section 1: The Board of Directors shall appoint the chairperson of the following permanent committees: Membership, Maintenance and Improvement, Entertainment, and Finance, and shall from time to time establish any other committee deemed appropriate by the Board of Directors pursuant to written delegation of authority and appoint the chairpersons for such committees.

Section 2: Each chairperson shall designate the number of committee members and appoint the other members of the committee. Notwithstanding anything to the contrary contained in these Bylaws, committee chairperson(s) shall not become a director of the Association, nor have a vote on the Board of Directors as a result of such committee membership.

Section 3: Each permanent committee member shall serve for a term of one (1) year and until such committee member's successor is duly appointed. Each member of other (not permanent) committees shall serve for one (1) year and until such committee member's successor is duly appointed, unless the Board terminates such committee prior thereto.

Section 4: Vacancies in committee chairpersons shall be filled promptly by the Board. Upon the appointment of a new committee chairperson, such new chairperson shall have the right but not

the obligation to revise the previously established number of committee members and individuals serving on such committee.

Section 5: Vacancies in committee membership shall be filled promptly by the chairperson of such committee.

#### **ARTICLE V - Duties of the Committees**

Section 1: The Membership Committee is to receive and process all applications and refer them to the Financial Secretary for processing.

Section 2: The Entertainment Committee shall arrange for such entertainment as it deems advisable for the benefit of the Association.

Section 3: The Maintenance and Improvement Committee shall study conditions and forward recommendations to the Board for any ongoing maintenance, sanitation and improvements that will be benefit the Association.

Section 4: The Finance Committee shall approve all bills, prepare a budget for the year and make all arrangements for financing any undertaking that may be approved by the Board or the Primary Members.

Section 5: The Fire Committee shall work with the Fire Department for their mutual interest.

Section 6: Special committees as assigned by the President.

#### **ARTICLE VI –Duties of the Officers**

Section 1: It shall be the duty of the President to preside at all meetings and see that the instructions of the meetings are carried out and have general supervision of the affairs of the Association. The President shall also appoint all committees not otherwise provided for.

Section 2: It shall be the duty of the Vice President to take over all the duties of the President in the President's absence and to assist the President in all ways possible.

Section 3: The Recording Secretary shall keep a record of all meetings of the Association and the Board of Directors; keep a correct record of the membership and call it when required. The Recording Secretary shall attend to all correspondence and receive all communications designed to be presented to the Association. The Recording Secretary shall also keep a record of applications for membership and the disposition thereof.

Section 4: The Financial Secretary shall receive all moneys paid into the Association; pay same to Treasurer and receive a receipt; shall keep just and true accounts; shall send to each member a statement of dues and assessments and issue an official receipt when paid. The Financial Secretary shall be bonded through the Board of Directors through a reliable bonding company, provided such bond is reasonably available.

Section 5: The Treasurer shall receive all moneys paid to the Financial Secretary; pay all bills when properly approved; keep a correct record of same; have the books in proper form for audit before the annual meeting; make a report of the transactions of the office to the meeting; and perform any other duty that may properly belong to the office of Treasurer. The Treasurer shall be bonded through a reliable bonding company, provided such bond is reasonably available.

Section 6: It shall be the duty of the Board to make a report of the activities of the Board and of its committees at the Annual Meeting and at any other meeting when requested. They shall conduct the business of the Association and carry out the instructions of any meeting.

Section 7: It shall be the duty of each Officer to maintain a general list of duties and performance of office and review this list with the incoming elected Officer at a meeting convened by the President for this purpose.

#### **ARTICLE VII - Assessments, Dues, and Fees**

**Section 1:** There shall be collected each year from the Primary Members assessments, dues, and fees, the amount and method of collection of which shall be set by the Board annually, in its sole discretion, to be used for the employment of seasonal employees, as needed, payment of real estate taxes, property and liability insurance, and for such other purposes as may be needed in the conduct of the affairs of the Association to take care of any improvement; which may be voted at any annual, regular or special meeting called for that purpose.

**Section 2:** Assessments, dues, and fees are due and payable on or before May 1. If not paid before June 1, the Primary Member failing to pay shall become delinquent and no longer in Good Standing . If assessments, dues, and fees are not paid before July 1, the Board, in its sole discretion, may take action including immediately termination of the Membership of the Primary Member and Household Members.

#### **ARTICLE VIII - Auditors**

Section 1: The President of the Association shall appoint two auditors, whose duty it shall be to audit the books of the Financial Secretary and Treasurer, and report at the Annual Meeting and at any other time that an audit or report may be asked for by the President or Board of Directors.

#### **ARTICLE IX – Annual Budget & Expenses**

Section 1: **Annual Budget.** Notwithstanding anything to the contrary in these By-laws, the Board of Directors shall annually, on or before the third Saturday in March, approve and recommend adoption of a proposed budget to the Members. Not later than five (5) days after such Board action, the Board shall (a) provide the proposed annual budget to each Primary Member along with a detailed summary and narrative of the budget describing each budgeted line item in sufficient detail; and (b) provide notice of a Member meeting to be held on the last Saturday in April. The annual budget will be approved unless fifty-one (51%) percent of Primary Members vote to reject the budget. The absence of a quorum at such meeting or participating in the vote shall not affect rejection or approval of the budget. If the proposed budget is rejected, the annual budget last approved by the Primary Members continues until a subsequent budget is approved by a vote of the Primary Members.

Other than as provided in Sections 2, 3 and 4 of this Article IX, no officer, Director or committee member is authorized to pay or to bind the Association to pay any expenditure that is not included in the annual budget.

**Section 2: Payment of Budgeted Items.** All bills payable by the Association for amounts that were included in the current year Association budget shall be reviewed and approved by the chairperson of the committee which contracts for such goods or services or is responsible for payment of such amount, or if there is no such responsible committee, by an Association officer, then submitted to the Treasurer for payment. No such bill shall be paid if the amount of such bill is more than ten percent (10%) in excess of the amount included in the current year Association budget for such item.

**Section 3: Unbudgeted Minor Expenditures.** Association officers are authorized to bind the Association with respect to a bill or liability payable by the Association for a single purchase or service not to exceed \$200.00, if such purchase or service is directly related to (a) beach and general maintenance costs, (b) Association administrative expenses, or (c) IT expenses. Association officers may not bind the Association to pay for purchases or services in installments of \$200.00 or less to avoid the limitation set forth herein. Notice of liability or expenditure shall be given by such officer to the Board of Directors promptly after being incurred.

**Section 4: Emergency Expenditures.** In emergency situations where severe or irreparable harm to Association members or property would occur if immediate action were not taken, as determined by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors, expenditures up to the lesser of \$25,000 or twenty percent (20%) of the current year budget may be made by the Board. Notice of such vote and expenditure must be given to Primary Members within fourteen (14) days of such Board action.

#### **ARTICLE X -Duties of the Members**

**Section 1:** It shall be the duty of all Members to assist the officers of the Association in all ways possible in the objectives of this Association and shall hold themselves responsible to report or prevent any abuse, filling in or befouling of the properties owned or leased by the Association and the tidal waters adjacent thereto.

#### **ARTICLE XI - Disposal of Real Estate**

**Section 1:** The real estate and assets in conjunction therewith of this Association shall not be sold except by a 2/3rds majority vote of Primary Members at a regular meeting or at a special meeting called for that purpose. However, such proposal must be presented and read at a regular or special Member meeting at least 30 days before such action is taken, and due notice of such meeting given the Primary Members. This vote may be by proxy or in person. The proceeds of any such sale shall be placed in trust until disposition can be resolved.

#### **ARTICLE XII - Method of Amendment**

**Section 1:** The Bylaws of the Association may be amended by an affirmative vote of two-thirds (2/3) of all votes cast by Primary Members; provided further that the number of votes cast is not

less than fifty percent (50%) of the total number of Primary Members eligible to vote. Notice of any proposed changes to the Bylaws shall be given to Primary Members not less than thirty (30) days prior to the meeting. No change that has not been so noticed may be considered at the meeting. Amendments of the Bylaws shall be effective on approval.

### **ARTICLE XIII-Method of Voting**

At any regular, annual, or special meeting of the Members, Primary Member votes may be cast in person, by proxy, or electronically.

**Section 1: Voting by Proxy** - Voting by proxy is permitted. A proxy vote may be discretionary (unlimited and undirected) or nondiscretionary (limited and directed) to the proxy holder. All proxies must be filed with the Recording Secretary prior to any meeting. A Primary Member may designate any person age eighteen (18) or over as his/her proxy (Membership in the Association shall not be required of any proxy holder). All proxies shall be in writing and signed by the Primary Member issuing the proxy. A proxy shall be revocable by written notice to the Recording Secretary up until the commencement of the meeting. A proxy holder shall not cast votes representing more than five (5) Primary Members pursuant to discretionary proxies.

**Section 2: Voting Electronically** - Voting electronically at any Member meeting may be permitted. The form of electronic voting shall be determined by the Board and shall either be by way of email or via a secured web portal established by the Board for that purpose. The Board shall notify the Primary Members as to the form of electronic voting that is permitted. All electronic votes must be received by the Recording Secretary twenty-four (24) hours prior to the commencement of the meeting.

**Section 3: Voting Rights** – Notwithstanding anything to the contrary contained in these bylaws, there shall be one (1) vote per Household to be exercised by the Primary Member or Primary Members acting jointly or, in the case of an entity owner, by its legally designated representative.

### **ARTICLE XIV – Office and Books and Records**

Section 1: **Office.** The office of the Association shall be located at such place as the Board may determine from time to time.

Section 2. **Books and Records.** There shall be kept at the office of the Association correct books of account of the activities and receipts and disbursements and other transactions of the Association, including without limitation the Associations' minute book, which shall contain the Certificate of Incorporation and any amendments, these Bylaws and any amendments, the Association membership list, all minutes of meetings of the Board, records of any actions taken by the Board other than at a meeting, actions of committees of the Board taken while acting in place of the Board, financial statements and reports, contracts, deeds, easements and such other records as the Recording Secretary may deem appropriate. The Association's books and records shall be available for examination and copying by any Member, or such Member's duly authorized agents or attorneys, during normal business hours, upon five (5) business days' notice, as provided in Section 33-1236 of the Act.

## **ARTICLE XV – Indemnification**

Section 1: **General.** To the fullest extent authorized under Connecticut law, the Association shall indemnify any Director, Officer, employee, or agent, or former director, Officer, employee, or agent of the Association, (each of the foregoing Directors, Officers, employees, agents, and persons is referred to in this Section individually as an “indemnitee”), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such Director, Officer, employee, or agent.

Section 2: **Expenses.** Expenses (including reasonable attorneys’ fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3: **Insurance.** The Association may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such.