

## BYLAWS

### ARTICLE I. NAME.

The name of said corporation shall be *The Highland Lake Watershed Association, Incorporated* (hereinafter referred to as "HLWA" or "Association").

### ARTICLE II. DEFINITIONS.

**Present and voting** is the status required of a Voting Member at the annual meeting, other membership meeting and Board meeting in order to cast a valid vote. Declaring an abstention is not a vote.

### ARTICLE III. ENACTMENT AND MODIFICATION.

Subsequent to adoption as prescribed herein, these bylaws shall be enacted by the Board of Directors (herein referred to as "Board" and any member thereof as "Director") and may be revised, amended or repealed by a two-thirds vote of the Board provided that the proposed change(s) shall have been published in the notice of the call of the Board meeting.

### ARTICLE IV. CONFLICTS.

Existing municipal, state and/or federal laws and regulations shall supersede any conflicting bylaw or regulation that may be adopted by the Association.

### ARTICLE V. MEMBERSHIP.

#### Section A: Voting Member.

A record owner (hereinafter "Property Owner") shall hold a bona fide deed to land in the Highland Lake watershed, which deed is duly recorded in the Winchester Town Clerk's office. Regardless of the form in which ownership of a watershed property is held, only one person representing that property shall be eligible to be a Director, hold office in the Association, make motions, and vote (hereinafter a "Voting Member").

#### Section B: Associate Member.

Any non-Property Owner who wishes to support the mission of the Association, shall be eligible to join as an Associate Member without voting privilege or eligibility to hold a directorship or office. Payment of dues will constitute Associate Membership.

**Section C: Other Member.**

Upon a majority vote of Voting Members present and voting at the annual Association meeting, other categories of membership may be created.

**ARTICLE VI. ORGANIZATION.**

**Section A: Board.**

- 1. Function:** The Board shall control and manage all of the business of the Association. The Board shall consist of twelve Directors, from, insofar as possible, geographically representative locations in the Association's area of interest. The immediate past president may serve as a thirteenth Director at his or her discretion for a period of one year.
- 2. Election of Directors:** Directors shall be chosen from candidates submitted by the Nominating Committee, pursuant to these bylaws. Four Directors shall be elected by a majority of Voting Members present and voting at the annual meeting of the Association and shall be designated Directors elect until the first Board meeting following the annual meeting, at which time they will, immediately following the election of Officers, assume Directorship for a term of three years. Terms shall be staggered. Any vacancy that occurs on the Board shall be filled by the Board with a Voting Member of the Association as soon as possible to serve until the next annual meeting, whereupon a Director shall be elected by a majority of Voting Members present and voting to fill the remainder of the term of the vacated Directorship.
- 3. Quorum:** A majority of the Directors shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board.
- 4. Responsibilities of Directors:**

  - a. Directors shall make reasonable effort to attend the annual meeting and monthly Board meetings. Attendance by telephone or electronically is considered present. A Director having more than three unexcused absences per HLWA calendar year may be considered for removal from the Board.
  - b. Directors shall participate actively in HLWA committees and, when requested by the Board, shall make an effort to attend such other meetings outside of the Association that affect the Highland Lake watershed.
  - c. Unless specifically designated by the Board to be an HLWA spokesperson, a Director must indicate that he/she is communicating (in writing, verbally or electronically) on his/her own behalf and not that of the Association.

d. Directors shall participate actively in and/or support HLWA activities.

**5. Term Limits:** A Director may serve a maximum of two consecutive three-year terms, unless elected to the position of Vice-President or President. After completion of these terms a person may not serve as a Director for a period of one year.

**6. Removal of a Director:** A Director may be removed from his/her position pursuant to Sec. 33-1088. of the Connecticut General Statutes ("Removal of directors by members or directors").

## **Section B: Officers and Their Duties.**

**1. Officers:** Officers of the Association shall be President, Vice President, Secretary, and Treasurer (collectively "Officers" and individually "Officer"), and such other officers as may be necessary, elected from the Board at its first meeting following the annual meeting. Each Officer shall be a Voting Member of the Board in good standing. The Board may, from time to time, provide for and elect such other officers as it shall determine and shall fix the duties, powers and terms of service of each such officer. As a minimum, the following Officers shall be elected with duties of each position as described herein:

a. **President:** The President shall finalize meeting agendas and preside at all meetings and elections of the Association and of the Board. The President shall exercise and maintain general supervision and control over the affairs of the Association subject to the power, authority and direction of the Board. Unless someone other than the President is so designated by the Board, the President shall serve as the spokesperson on behalf of the Association. The President shall be authorized to sign or countersign instruments (including checks) on behalf of the Association as required.

b. **Vice President:** The Vice President shall exercise the powers and perform the duties of the President in the absence or disability of the President. The Vice President is expected to succeed the President at the completion of the President's term or in the event of a vacancy in the office of the President. As such, the Vice President must be willing and able to do so.

c. **Secretary:** The Secretary shall keep an accurate record of all proceedings of the Association, including all actions taken by the Board and Executive Committee (as defined in Article V, Section C), and documents of the Association, excluding those records kept by the Treasurer. The Secretary shall keep such records separately and in good order as directed by the Board. The Secretary shall issue notices, minutes and agenda of monthly meetings one week prior to Board meetings and shall handle normal secretarial duties.

d. **Treasurer:** The Treasurer shall, as directed by the Board, receive and have custody of all the monies, securities, and documentation of assets of the Association, keep accurate and current books of account, and shall:

- Deposit or invest all monies to the credit of and in the name of the Association in such depository bank or investment as the Board shall name.
- Pay all bills in a timely manner for authorized expenditures of the Board.
- Sign or countersign such instruments on behalf of the Association as require the Treasurer's signature.
- Complete and submit in a timely manner all required government forms.
- In the absence or disability of the President and the Vice President, exercise the powers and perform the duties of the President.

**2. Term of Office:** All terms of office shall be for one year and shall commence and terminate after the election of Officers at the first Board meeting following the annual meeting.

a. **President** – The President shall be elected to a term as defined above. A maximum of four (4) consecutive one-year terms may be served by any one person. After completion of four consecutive one-year terms, a person may not serve as President for a period of two (2) years.

b. **Vice President** – The Vice President shall be elected to a term as defined above. A maximum of four (4) consecutive one-year terms may be served by any one person. After completion of four consecutive one-year terms, a person may not serve as Vice President for a period of two (2) years.

c. **Secretary** – The Secretary shall serve a term of office as defined above. There is no limit to the number of consecutive terms the Secretary may serve, provided that they total no more than the term limitation defined for a Director.

d. **Treasurer** – The Treasurer shall serve a term of office as defined above. There is no limit to the number of consecutive terms the Treasurer may serve, provided that they total no more than the term limitation defined for a Director.

e. **Other Officers** – The term of office and any term limitations for other Officers elected by the Board as contemplated in Section 1. above, shall be established by the Board at the time of creation of the office.

**3. Election of Officers:**

a. President – When the position of President becomes vacant by reason of the term limit established in these bylaws or for any other reason, the Vice President shall assume the position of President. If this occurs prior to the first Board meeting of the fiscal year, the period of time served by the new President up to the first Board meeting of the next fiscal year shall not be considered as part of the term limit of the Office. In the event that both the President and Vice President positions are vacant, the Secretary shall call for nominations for President from existing Directors and hold an election of the Board to determine a President from the available nominations.

b. Vice President – When the position of Vice President becomes vacant either by completion of a term of office or for any other reason, the President shall call for nominations for Vice President from existing Directors and hold an election of the Board to determine a Vice President from the available nominations.

c. Secretary and Treasurer – When the position of Secretary or Treasurer becomes vacant, either by completion of a term of office or for any other reason, the President shall call for nominations for the vacant position and hold an election of the Board to determine a selection from the available nominations.

**4. Vacancies:** The Board shall fill a vacancy in any office as soon as possible by appointing a current Director to the remaining term of such office.

**5. Compensation:** The Officers and Directors of the Association shall perform their respective duties without compensation.

**Section C: Committees.**

**1. Appointment of Committee Chairs:** With the exception of the Executive Committee, the President, with the approval of the Board, shall appoint Director(s) to chair committees. Standing committee chairs shall serve for a period of one (1) year from appointment. Committee chairs shall, in turn, appoint additional committee members subject to approval of the Board. There is no limit to the number of consecutive appointments that committee chairs may serve.

**2. Executive Committee:** The Executive Committee shall consist of the elected Officers: President, Vice President, Secretary, and Treasurer and the immediate past President. If the past President is not available to serve on the Executive Committee, that position on the Executive Committee shall remain vacant.

**3. Finance Committee:** The Finance Committee shall be a permanent committee of four consisting of two Directors, one non-Director Voting Member and the current

Treasurer (who will be a non-voting member of the committee). The duties of the Finance Committee shall be determined by the Board.

**4. Standing Committees:** A standing committee is a long-term committee that serves to fulfill the functions and purposes of the Association. It shall include a minimum of two Directors. The Board shall form and dissolve standing committees at its discretion and shall designate the names and duties of such standing committees as required. Standing committees shall report to the Board.

**5. Nominating Committee:** The President shall appoint a Nominating Committee comprised of at least three (3) Directors to nominate candidates to the Board. Nominees shall be presented to the Board for approval at the Board meeting the month prior to the annual meeting or when needed to fill a vacancy.

**6. Ad Hoc Committees:** Ad hoc committees are temporary committees formed to address specific issues. It shall include a minimum of one Director.

**7. Other Committees:** The President, with the approval of the Board, shall appoint such other committees as shall be deemed necessary.

## **ARTICLE VII. MEETINGS AND NOTICES.**

### **Section A: Association Meetings.**

**1. Annual Meeting:** The regular annual meeting of the Association shall be held during the month of July on a date and at a place and time designated by the Board. Voting Members (see Article V. MEMBERSHIP., Section A.) shall be issued a voting card. Not less than twenty (20) Voting Members of the Association shall constitute a quorum. If a quorum is not present at the annual meeting, the presiding officer shall adjourn the meeting to a date not later than thirty (30) days therefrom, to be duly noticed as provided in Article VIII, paragraph 3 herein.

**2. Special Meetings:** A special meeting of the Association may be called by the President with Board approval. A special meeting may also be called upon written request by a majority of the Board or by twenty (20) or more Voting Members. Not less than twenty (20) Voting Members of the Association shall constitute a quorum. Such special meeting shall be duly noticed pursuant to Article VII, paragraph 3 herein and shall be limited to only such business as is stated in such notice.

**3. Notice:** The Secretary shall give written notice of the annual meeting and of all special meetings of the Association to each member no fewer than twenty-one (21) days prior to the date of such meeting. Notice shall be provided by regular mail delivery to the last known address of record and/or electronically to the electronic address provided by

the member as shown on the Association records. Each notice shall state the place, day, hour and agenda of the meeting.

**4. Voting:** Proxy and absentee voting at the annual meeting or other membership meeting is not permitted. Voting by telephone or by electronic means is not permitted.

### **Section B: Board Meetings.**

**1. Regular Meetings:** Meetings of the Board shall be held on a regularly scheduled basis, as indicated on the annual calendar approved by the Board at the July meeting.

**2. Special Meetings:** A special meeting of the Board may be called at any time by the President or by four or more Directors. Directors shall be notified of such special meeting by the most appropriate method available at the time.

**3. Voting:** Proxy and absentee voting at Board meetings is not permitted. A Director who is present by telephone or electronically is permitted to vote.

**Section C: Order of Business:** The order of business at the annual meeting, and insofar as is practicable at all other meetings, shall be as follows:

1. Call to Order
2. Approval/Modification of Agenda  
(Consent Agenda [optional])
3. Approval of minutes of last meeting
4. Approval of Treasurer's report
5. Reports of Officers and committees
6. Old business
7. New business
8. Call for agenda items for next meeting
9. Adjournment

[Note: In the event a guest speaker is present, the order of business may be modified.]

The current edition of Robert's Rules of Order Newly Revised shall be the authoritative source for all meeting procedures.

## **ARTICLE VIII. BUDGET/EXPENDITURE(S) OF FUNDS.**

### **Section A: Fiscal Year.**

The fiscal year of the Association is defined as July 1 of any given calendar year to June 30 of the subsequent calendar year.

**Section B: Annual Budget.**

An annual budget shall be proposed to the Board by the Finance Committee at the May meeting for Board approval and shall be reviewed quarterly by the Finance Committee.

**Section C: Expenditures of Funds.**

1. Any expenditure not appropriated in the annual budget shall require prior Board approval. From time to time, the Board may further restrict access to funds on deposit in the operating account and/or the savings account and/or authorize additional signatories.
2. Any non-budgeted expenditure beyond \$500 requires prior Board approval.
3. Any check in excess of \$150 must be signed by the President and the Treasurer of the Association.
4. Any single transaction or contract involving an expenditure from the treasury of the Association in an amount greater than \$10,000 (ten thousand dollars) must be approved by a majority of Voting Members present and voting at an annual meeting or a special meeting of the Association.

**ARTICLE IX. FINANCIAL REVIEW.**

At fiscal year end the Board by a majority vote shall appoint a qualified non-Director to review the books and accounts of the Association, and upon the conclusion of the review, the findings of the review shall be presented to the Board at its next meeting. The Board shall then vote on the following possible actions: (a.) accept the report, or (b.) authorize a licensed CPA to conduct an audit or review in accordance with Generally Accepted Accounting Principles (GAAP).

**ARTICLE X. DUES.**

**Section A: Payment/Modification/Notice.**

1. **Payment:** Dues shall be paid on an annual basis for the fiscal year period of July 1 to June 30.
2. **Modification:** The Association may from time to time, by majority vote of the membership at an annual meeting, modify the annual membership dues.
3. **Notice:** Notice of membership renewal of dues shall be the duty of the Membership Committee and shall follow such procedure as the Board determines.



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Amended: July 8, 2000

Amended: July 19, 2003

Amended: July 8, 2006

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