

BYLAWS

OF

**THE HITCHCOCK LAKE IMPROVEMENT
ASSOCIATION, INC.**



Approved by HLIA Board of Directors: October 28, 2013
Adopted by HLIA Membership: January 25, 2014

TABLE OF CONTENTS

Purpose Statement	3
Article I Membership	3
Section 1. Qualification.....	3
Section 2. Rights of Members.....	3
Section 3. Dues.....	4
Article II Officers and Directors	4
Section 1. Officers and Directors	4
Section 2. Management.....	4
Section 3. Terms of Office of Officers and Directors.....	4
Section 4. Nominating Committee.....	5
Section 5. Nominations from the General Membership.....	5
Section 6. Notification of HLIA Members of Candidates.....	5
Section 7. Voting.....	5
Section 8. Absentee Ballot.....	5
Section 9. Vacancies.....	6
Section 10. Absenteeism.....	5
Section 11. Quorum.....	5
Article III Duties of Officers	6
Section 1. President.....	6
Section 2. Vice President.....	6
Section 3. Secretary.....	6
Section 4. Treasurer.....	7
Section 5. Directors.....	7
Section 6. Board of Directors.....	7
Section 7. Compensation.....	7
Article IV Meetings	7
Section 1. Annual.....	7
Section 2. General Meetings of the Membership.....	8
Section 3. Board of Directors.....	8
Section 4. Special Meetings of the Board of Directors.....	8
Section 5. Special Meetings of the Membership.....	8
Section 6. Order of Business.....	8
Article V Committees	8
Section 1. Formation.....	8
Section 2. Duties.....	8
Article VI Approval of Expenditures	9
Section 1. Payment of Bills.....	9
Section 2. Loans to Members.....	9
Article VII Decisions and Amendments	9
Section 1. Decisions.....	9
Section 2. Amendments.....	9
Exhibit “A” Map of Hitchcock Lake	
Exhibit “B” Wolcott Land Trust Rules and Regulations	

BYLAWS OF THE HITCHCOCK LAKE IMPROVEMENT ASSOCIATION, INC.

PURPOSE STATEMENT

The Hitchcock Lake Improvement Association (HLIA) is committed to:

- Preserve the natural environment of the lake and its habitats.
- Provide safety policies for all lake activities, including safe boating and water regulations in accordance with the Connecticut Department of Environmental Protection.
- Maintain a close relationship with the town of Wolcott and the Wolcott Land Conservation Trust, Inc. regarding lake management.

The HLIA keeps its residents informed on pertinent lake issues. The HLIA also sponsors activities for residents of both lakes to promote a sense of community and cooperation.

ARTICLE I Membership

Section 1. Qualification. Membership will be open to all persons owning or leasing property in the area within the dotted line on the attached map, Exhibit "A". Membership will be granted to an individual property owner and/or tenant within the area defined in Exhibit "A", subject to Section 2, Rights of Members.

Section 2. Rights of Members. Members in good standing of the HLIA will be all persons who have met the residency qualification, have paid their annual dues and adhere to the rules and regulations set forth by the HLIA and the Wolcott Land Conservation Trust, Inc. Tenants of property owner HLIA members will be subject to the same limitations as the property owner member and must conform to the same rules and regulations as found in the attached Wolcott Land Conservation Trust, Inc. Hitchcock Lake Rules and Regulations, Exhibit "B", as may be amended from time to time.

There will be three (3) categories of membership with specific rights.

- Property owners who pay dues:
 - Must own lakefront property or have deeded lake rights in order to have the right to vote at all HLIA meetings.
 - Must own lakefront property or have deeded lake rights in order to have the right to hold office.
 - Have the rights and privileges as defined in Exhibit "B".

- Tenants whose property owners pay dues:
 - Do not have the right to vote at any HLIA meeting.
 - Do not have the right to hold office.
 - Have the rights and privileges as defined in Exhibit “B”.
 - Boat-owning tenants are required to pay dues.
- Tenants who pay dues and whose property owners do not pay dues:
 - Must rent lakefront property or property with deeded lake rights in order to have the right to vote at all HLIA meetings.
 - Do not have the right to hold office.
 - Have the rights and privileges as defined in Exhibit “B”.

Section 3. Dues. The Board of Directors will establish the cost of membership annually.

ARTICLE II

Officers and Directors

Section 1. Officers and Directors. The Board of Directors of the HLIA will consist of the following officers: President, Vice President, Secretary and Treasurer, and eight (8) Directors.

Section 2. Management. The general management and control of the affairs, funds and property of the HLIA will be vested in the Board of Directors.

Section 3. Terms of Office of Officers and Directors. Current Directors who have one (1) more year to complete their term of office will not be effected by the changes described as follows. Officers will be elected for two (2) years and Directors will be elected for three (3) years. The President will serve for no more than two (2) consecutive terms. Beginning in 2003, two (2) Directors will be elected to a two (2) year term and one (1) Director will be elected to a three (3) year term. In 2004, two (2) Directors will be elected to a two (2) year term and three (3) Directors will be elected to a three (3) year term. Beginning in 2005, two (2) Directors will be elected to a three (3) year term; in 2006, three (3) Directors will be elected to a three (3) year term; and in 2007, three (3) Directors will be elected to a three (3) year term. Future rotations will proceed as described in the previous sentence.

Section 4. Nominating Committee. A Nominating Committee will be chaired by the President of the HLIA and will consist of two (2) members of the Board of Directors and two (2) eligible voting members of the HLIA. The appointment of the two (2) eligible voting members for the Nominating Committee will be conducted by the membership at a General Membership Meeting held in April. The Nominating Committee will meet before the General Membership Meeting held in October, to select a slate for the open Officers' and Directors' positions. The Nominating Committee will announce its slate at the October General Membership Meeting.

Section 5. Nominations from the General Membership. Nominations for the positions of Officers and Directors by the general membership of the HLIA can be made at the November General Membership Meeting. No other nominations for the positions of Officers or Directors will be accepted after the November General Membership Meeting.

Section 6. Notification of HLIA Members of Candidates. Notification of the Nominating Committee and general membership slate for the Officers and Directors to be voted on at the January Annual Meeting will be mailed to all eligible HLIA voting members by the last week in December.

Section 7. Voting. Officers and Directors of the HLIA will be elected by its membership at the Annual Meeting held in January. There will be a maximum of two (2) votes cast per property, as described in Article 1. Membership, Section 2. Rights of Members. Voting will take place by "voice" unless there is more than one (1) candidate running for an office. If there is more than one (1) candidate running for an office, voting will take place by ballot system. In the event of using the ballot system, a Ballot Committee will be appointed before the election begins. The Ballot Committee will consist of three (3) eligible HLIA voting members. No Officers or candidates running for office will be eligible for the Ballot Committee. Ballots will be made available for all eligible voting members of the HLIA. Ballots will state all eligible candidates and the office they are seeking. The President will present instructions for the balloting procedures before balloting begins. In the event a ballot is filled out incorrectly, the Ballot Committee will not count that section of the ballot. The Ballot Committee will certify the ballot tallies and the results will be announced at the Annual Meeting and recorded in the minutes of the Annual Meeting.

Section 8. Absentee Ballot. If a member cannot attend the Annual Meeting, s/he will have the right to vote by absentee ballot. When it is necessary to vote by absentee ballot, the ballot must be received no later than seven (7) days prior to the election at the January Annual Meeting. The Nominating Committee will establish the rules for the absentee ballot.

Section 9. Vacancies. If any vacancy occurs for the position of any Officer or Director, the position will be announced to the membership. Nominations will be accepted and processed by the Nominating Committee. The Nominating Committee will present the slate of candidates to the Board of Directors for appointment. The Officer or Director so appointed will serve for the unexpired term of the position for which s/he is appointed. The appointment of the individual filling the vacancy will not count as an elected term.

Section 10. Absenteeism. The unexcused absence of any Officer or Director from three (3) consecutive board meetings will be considered sufficient cause for declaring the office vacant, subject to the majority vote of the Board of Directors.

Section 11. Quorum. Seven (7) Officers and Directors will constitute a quorum for board meetings.

ARTICLE III Duties of Officers and Directors

Section 1. President. The President will be the Chief Officer of the HLIA and Board of Directors. It will be the duty of the President to preside at all meetings of the HLIA; call special meetings when necessary; appoint all committees created by the Board of Directors; have supervision over all matters pertaining to the HLIA including signing and executing in the name of the HLIA all contracts and leases of the HLIA and having the authority of check signing. The President will prepare a full and true statement of the affairs of the HLIA that will be submitted at the Annual Meeting. The President will be the ex officio member of all committees. The President will have and exercise general charge and supervision of the affairs of the HLIA and will do and perform such other duties as may be assigned by the Board of Directors. The President will see that harmony is preserved and the Bylaws of the HLIA are enforced.

Section 2. Vice President. At the request of the President, or in the event of the President's absence or disability, the Vice President will perform the duties and possess and exercise the powers of the President. The Vice President will have such other powers as the Board of Directors may determine, and will perform such other duties as may be assigned by the President or the Board of Directors. In the event that the office of the Treasurer becomes vacant, the Vice President will perform such duties incident to the office of Treasurer until such time as the office of Treasurer is filled by the Board of Directors.

Section 3. Secretary. The Secretary will keep minutes of each meeting of the HLIA and the Board of Directors and will provide written minutes at the

subsequent meeting for approval. The Secretary will see that all notices are duly given in accordance with the provisions of these Bylaws. The Secretary will perform such other duties as are generally incident to the office as directed by the Board of Directors and the President. The Secretary will keep a current membership list.

Section 4. Treasurer. The Treasurer will be bonded and will receive all monies due the HLIA from any source whatever and will deposit same in the name of the HLIA in a bank or trust company as directed by the Board of Directors and will keep regular accounts and submit same to the HLIA whenever required. A detailed report for the previous calendar year will be presented at the Annual Meeting. The Treasurer will, upon demand from a vote of the Board of Directors, account for and turn over all HLIA funds and property. The Treasurer will be the primary signatory of checks for the HLIA and will make such payments as may be necessary or proper to be made on behalf of the HLIA. The Treasurer will enter regularly on the books of the HLIA and will render to the Audit Committee of the HLIA an accounting of his or her transactions as Treasurer including an audit at fiscal year end. The Treasurer will, in general, perform all duties incident to the office of Treasurer and such other duties incident to the office of Treasurer and such other duties as may from time to time be assigned by the Board of Directors or by the President and are required by law.

Section 5. Directors. The Directors will have the control and management of the affairs and business of the HLIA. The Directors will only act in the name of the HLIA when it is regularly convened by its President after due notice to all the Directors of such meeting.

Section 6. Board of Directors. The Board of Directors, elected by the general membership, will consist of eight (8) Directors and the President, Vice President, Secretary and Treasurer of the HLIA. All Officers and Directors will have a vote in all matters before the Board of Directors.

Section 7. Compensation. The Officers and Directors of the Association will perform their respective duties without compensation.

ARTICLE IV Meetings

Section 1. Annual Meeting. The Annual Meeting of the HLIA will be held during the month of January in each year. Notice of such meeting will be published twenty-one (21) days prior to said meeting.

Section 2. General Meetings of the Membership. General Meetings of the Membership of the HLIA will be held as scheduled by the President, at least one (1) meeting per calendar quarter.

Section 3. Board of Directors. Meetings of the Board of Directors will be held subject to the call of the President of the Board of Directors of the HLIA, at least one (1) meeting per calendar quarter.

Section 4. Special Meetings of the Board of Directors. A minimum of three (3) officers and/or directors can call a Special Meeting of the Board of Directors.

Section 5. Special Meetings of the Membership. Special Meetings of the Membership of the HLIA may be called by the President and must be called at any time by the President at the request, in writing, of any five (5) members in good standing in the HLIA. The purpose of the meeting will be stated in a notice published at least five (5) days prior to said meeting. No business other than that stated in the notice will be considered at any Special Meeting of the Membership. No votes will be taken at Special Meetings of the Membership. They will be for informational purposes only.

Section 6. Order of Business. *Roberts Rules of Order* current edition will govern the business of all meetings, unless specifically stated otherwise in the Bylaws.

ARTICLE V Committees

Section 1. Formation. Committees may be formed to act upon any item of business by the Board of Directors and may consist of as many members as the Board of Directors in its discretion may think proper. All committees must be chaired by a member of the Board of Directors.

Section 2. Duties. All members of committees, after notice of their appointment, will give patient and diligent attention to the business entrusted to them and will report to the Board of Directors at the next General Meeting of the Membership subsequent to their appointment, unless otherwise ordered. After any committee meeting, the Chair will give a report at the subsequent General Meeting of the Membership.

ARTICLE VI
Approval of Expenditures

Section 1. Payment of Bills. The Board of Directors has the authority to approve payment of bills against the HLIA, with the exception of expenses that have been pre-approved at the beginning of the year. Committees will submit a budget to the Board of Directors at the beginning of the year for pre-approval.

Section 2. Loans to Members. The HLIA will not have power to loan its funds to anyone.

ARTICLE VII
Decisions and Amendments

Section 1. Decisions. All decisions of the Board of Directors will be final regarding all questions related to the writing or interpretation of these Bylaws.

Section 2. Amendments. These Bylaws may be amended at any general meeting of the HLIA. A two-thirds vote of the members in good standing present at the meeting is required. The proposed amendments and meeting date will be published by the Secretary with notice of the meeting forty-five (45) days prior to the Meeting.