

Hitchcock Lake Improvement Association
Member Meeting Minutes, Monday, November 30, 2020, Zoom

Call to order: President Mrazik called the meeting to order at 7:02 p.m.

Roll Call

Board members: Dave Judd, Ed Sullivan, Laurie Greco, Cheryl Corey, Jeremy Chicano, Judy Miceli, Kathy Mrazik, Lina Marunas, Cindy Cayer

Members: Susan Chase, Mark Sussman

Minutes of October 2020 meeting: Cindy Cayer made a motion to approve the minutes of October 2020 that were posted on the website. Judy Miceli seconded. The motion passed.

Treasurer's Report

Zoom Subscription: Lina Marunas made a motion to purchase a Zoom Meeting Hosting account for \$19.99/month, plus tax with a six- month limit. Seconded by Kathy Mrazik. The motion passed.

Dave Judd presented the November 2020 Treasurer's Report. He highlighted that an insurance bill of \$2,076.00 was paid to the WCLT. He reported that HLIA is expecting one more bill of \$500.00 from Solitude. Overall expenses for the period are \$2,000.00 under budget.

A discussion was held on the possibility of purchasing of a new Certificate of Deposit. Interest rates remain low and the Board will continue to monitor.

2021 Budget

Dave Judd presented a draft budget for 2021. He questioned if the Board is going to add an expense for a dam inspection. Lina Marunas reported that the dam is due for a State of Connecticut inspection in January 2022. If for some reason the town does not provide the inspection, there is potential for expense in Fall 2021. The town has provided the service in the past. The cost of a private inspection may be upwards of \$25,000. A local engineer has provided this service for \$2,500. The Board asked Dave to adjust the budget to reflect a \$2,500 expense.

Solitude has not sent an estimate or contract for next year. Currently budgeted at \$20,000. This year the cost was \$18,0000.

Kathy Mrazik made a motion to accept the 2020-2021 proposed budget with a \$2,500.00 increase for a dam inspection. Judy Miceli seconded. The motion passed.

Committee reports

Environmental - Kathy Mrazik thanked Rob Browne and Jeff Lumia for removing the buoys on the North and South lakes. The buoys are stored at Sue Browne's house.

Correspondence

Kathy Mrazik reported that she is waiting for a new contract from Solitude.

A loose kayak and a loose canoe were reported on the lake. The kayak is stored at Kate Healy's house awaiting pick-up.

Old business

The board considered and approved for recommendation to full membership the following resolution to amend Certificate of Incorporation and Bylaws, and to adopt a Conflict Of Interest Policy.

The resolution was read by Lina Marunas:

**RESOLUTIONS BY THE BOARD OF DIRECTORS OF
THE HITCHCOCK LAKE IMPROVEMENT ASSOCIATION, INC.**

DATED: NOVEMBER 30, 2020

WHEREAS, the Hitchcock Lake Improvement Association, Inc. (“HLIA”) last approved its Amended and Restated Certificate of Incorporation (the “Certificate”) in January 1979; and

WHEREAS, the HLIA last amended and approved its Bylaws in January 2014; and

WHEREAS, the Board now wishes to amend and restate the Certificate and Bylaws in their entirety to update provisions and to incorporate changes authorized by the Connecticut Revised Nonstock Corporation Act; and

WHEREAS, the amendment of the Certificate and Bylaws require approval by an affirmative vote of two-thirds of the members in good standing present at an annual meeting of the members of the HLIA; and

WHEREAS, the HLIA does not currently have a formal Conflict of Interest Policy and the Board of Directors believes it is advisable and in the best interests of the HLIA to adopt a Conflict of Interest Policy; and

WHEREAS, the Governor of Connecticut issued a declaration of public health and civil preparedness emergencies, proclaiming a state of emergency throughout the State of Connecticut as a result of the coronavirus disease 2019 (COVID-19) outbreak in the United States and Connecticut; and

WHEREAS, pursuant to the Governor’s emergency declaration, the Governor issued executive orders to suspend or modify statutes and to take other actions necessary to protect public health

and safety and to mitigate the effects of the COVID-19 pandemic, including modification of Connecticut General Statutes Section 33-1061 to authorize Connecticut nonstock corporations to hold member meetings partly or solely by remote communication, without requiring any representatives of the corporation or its members to gather in a place; and

NOW, THEREFORE, BE IT RESOLVED as follows:

Approval of Amendment to the Certificate of Incorporation

RESOLVED: That the Board hereby approves, and submits for approval by the members of the HLIA, the Certificate of Incorporation as amended and restated in its entirety to read as set forth in Exhibit A attached hereto and made a part hereof, and upon member approval, any Officer of the HLIA is authorized to file the Certificate of Amendment and the Amended and Restated Certificate of Incorporation with the Connecticut Secretary of the State and pay all such fees required to be paid therewith.

Approval of Amendment to the Bylaws

RESOLVED: That the Board hereby approves, and submits for approval by the members of the HLIA, the Bylaws (the “**Bylaws**”) as amended and restated in its entirety to read as set forth in Exhibit B attached hereto and made a part hereof, which amended and restated Bylaws incorporate various amendments intended to update and improve the governance of the HLIA.

Approval of Conflict of Interest Policy

RESOLVED: That the Board hereby declares that it is advisable and in the best interests of the HLIA to adopt a Conflict of Interest Policy in order to protect the HLIA’s interest when entering into a transaction or arrangement that might benefit the private interest of an officer or director of the HLIA, and that the Conflict of Interest Policy as set forth in Exhibit C attached hereto and made a part hereof is hereby approved.

Approval of Guidelines and Procedures for Remote Participation in Member Meetings

RESOLVED: That the Board hereby adopts the following guidelines and procedures for the Members' Annual Meeting during the public health and civil preparedness emergencies declared by the Governor of Connecticut to mitigate the COVID-19 pandemic's impact on the public health:

1. The Annual Members' Meeting to be held to elect officers and directors and to approve the Amended and Restated Certificate of Incorporation and Bylaws shall be held by remote communication, rather than by requiring the HLIA members to gather in one place.
2. The Board shall send a written notice to each member in good standing indicating the date, time and manner of remote communication to be used for the meeting, and describing the means of accessing the meeting. Written notice to members who submitted their email addresses to the HLIA may be made by email, rather than the physical transfer of paper. The notice shall advise the members that a vote will be held to approve the Amended and Restated Certificate of Incorporation, the Amended and Restated Bylaws, and the approval of certain Officers and Directors. Copies of the proposed Amended and Restated Certificate of Incorporation and Bylaws, and a general description of the reasons for the amendments shall accompany the notice to members.
3. The Secretary of the HLIA shall take attendance at the meeting to verify that each person participating remotely as a member is a member of the HLIA entitled to vote and to record the number of members in attendance.
4. Members shall have a reasonable opportunity to participate in the meeting remotely and to vote on the matters submitted to the members for a vote. The Secretary of the HLIA shall record the total number of votes for and against each matter on which the members shall vote.

Other Resolutions

RESOLVED: That the Officers be, and each of them hereby is, authorized and directed to do, or cause to be done, all such acts or things, to pay all costs, fees and expenses and to make, execute, seal and deliver, or cause to be made, executed, sealed or delivered, all such agreements, documents, instruments, payments, applications and certificates in the name and on behalf of the HLIA and under the corporate seal or otherwise as they, in their sole discretion, may deem necessary, advisable or appropriate to effectuate or carry out the purposes and intent of the foregoing resolutions.

RESOLVED: That these resolutions be placed in the minute book of the HLIA with the records of the meetings of the Board.

The undersigned hereby certifies that (i) he/she is the Secretary of the Hitchcock Lake Improvement Association, Inc, (ii) the foregoing is a true and correct copy of a resolution adopted on November 30, 2020, by the Board of Directors of the HLIA at a duly called meeting, at which meeting a quorum acted throughout and (iii) such resolutions have not been rescinded, amended or modified but are in full force and effect on the date hereof.

HITCHCOCK LAKE IMPROVEMENT ASSOCIATION, INC.

By _____
Its Secretary

Dated this 30th day of November, 2020

Lina Marunas made a motion a to accept the resolutions made to the HLIA Board of Directors on Monday, November 30, 2020. The motion was seconded by Judy Miceli. The motion passed.

Annual Meeting

Kathy Mrazik asked the membership to comment on dates for the Annual Meeting. The Board selected. Monday evening, January 25 at 7:00 p.m. The meeting will be held virtually.

An email will be sent to the membership (with emails) and mailed to those without emails notifying of the date for the annual meeting and the need to act on the proposed resolutions and election of officers and directors. The emails will be tracked to make sure that the members are opening emails and are aware of the annual meeting. The resolution and slate for election will also be attached to the email.

New business

Nominations from the floor: There were no nominations from the floor for the positions of officers or directors of the HLIA. The following slate is recommended by the nominating committee for action at the annual meeting:

Officers: positions ending January 2023

President: Kathleen Mrazik

Vice President: Lina Marunas

Secretary: Kimberly Belval

Treasurer: David Judd

Directors: positions ending January 2024

Cynthia Cayer, Cheryl Corey, Judith Miceli

2021 Meeting Dates

The following meeting dates for the HLIA were announced: January 25 – Annual Meeting, February 22, March 29, April 26, May 24, June 28, July 26, August 30, September 27, October 25, November 29.

Audit committee

Kim Belval has agreed to be the board representative on the audit committee. Kathy Mrazik will send an email to the membership seeking a non-board member for the committee. The audit committee is due to report to the Board in February.

Survey Committee

A committee of Lina Marunas, Susan Chase and Judy Miceli has been formed to consider surveying the membership concerning boating activity. The committee has just begun their work and will report back to the Board with suggestions for a survey to be complete before the next boating season begins.

Announcements

The annual meeting will be held virtually in January. There will not be a joint meeting with the WLCT, this year.

Adjournment

Cheryl Corey made a motion to adjourn. Judy Miceli seconded. The motion passed.

The meeting adjourned at 8:11 p.m.