

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



**Approved by HLIA Board of Directors: November 30, 2020  
Adopted by HLIA Membership: January 25, 2021**

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# BYLAWS OF THE HITCHCOCK LAKE IMPROVEMENT ASSOCIATION, INC.

## INTRODUCTION

**Name; Incorporation.** The name of the corporation is The Hitchcock Lake Improvement Association, Inc. (“HLIA”). The HLIA is incorporated under and shall be governed by the Connecticut Revised Nonstock Corporation Act, including any amendments thereto or the corresponding provisions of the nonstock corporation laws of the State of Connecticut in force from time to time (the “Act”).

**Purposes.** The purposes of The Hitchcock Lake Improvement Association (HLIA) are to:

- Preserve and enhance the natural environment and recreational value of Hitchcock Lake (the “lake”) and its habitats.
- Provide safety policies for all lake activities, including compliance with safe boating and water laws and regulations in accordance with the Connecticut Department of Energy and Environmental Protection.
- Maintain a close relationship with the town of Wolcott and the Wolcott Land Conservation Trust, Inc. (“WLCT”) regarding lake management.
- Inform Wolcott residents and HLIA members on pertinent lake issues, and sponsor activities for residents of the lake to promote a sense of community, cooperation and support for the lake and its environmental quality.
- Raise revenue to accomplish these purposes.

## ARTICLE I Membership

**Section 1. Qualification.** Membership will be open to all persons owning or leasing property that abuts the Lake or has deeded lake rights as shown in a bona fide deed that is duly recorded in the Town of Wolcott, or persons having their principal place of residence at such property.

**Section 2. Rights of Members.** Members in good standing of the HLIA will be all persons who have met the residency qualification in Section 1, have paid their annual dues and adhere to the rules and regulations set forth by the HLIA and the Rules and Regulations of the Wolcott Land Conservation Trust, Inc. for Hitchcock Lake, as such rules and regulations may be amended from time to time. Tenants of qualifying property will be subject to the same limitations as the property owner member and must conform to the same rules and regulations.

There are two (2) classes of membership with specific rights:

- (a) Property owners (and their domestic partners having their principal place of residence on qualifying property) who are in good standing, as set forth in this Section 2, and Tenants who are in good standing, as set forth in this Section 2.
  - (i) Property owners (and their domestic partners having their principal place of residence on qualifying property) in good standing have the right to hold office, and to vote on any matter submitted to a vote of the membership.
  - (ii) Tenants in good standing leasing qualifying property do not have the right to hold office, and they may only vote if they or their landlord pay the required annual dues, including any fees required for boats. If the owner of qualifying property does not pay dues, but the tenant does pay the dues, the tenant shall be eligible to vote. If the owner of the qualifying property pays the dues, he or she may vote or delegate voting responsibility to the tenant in a writing submitted to the HLIA in advance of any vote.
- (b) Notwithstanding any provision to the contrary, only one person representing a qualifying property shall be eligible to vote on any matters subject to a vote of the members. All members in good standing shall have the rights and privileges as defined in these Bylaws and in the Rules and Regulations of the Wolcott Land Conservation Trust, Inc. for Hitchcock Lake, as amended.
- (c) **Friends of Hitchcock Lake.** Associate Membership (non-voting) shall be open to any person or organization that wishes to support the mission of the HLIA. At the discretion of the Board, the Associate Members may be asked and invited from time to time to participate in fundraising, social and other events and activities intended to enhance the operations of the HLIA and to help establish strong ties between the HLIA and the community. The Board may from time to time adopt and amend as policy the rules and procedures by which an organization may be accepted and/or removed as an Associate Member.

**Section 3. The Board of Directors will establish the cost of membership annually.** Dues are required to be paid each fiscal (calendar year). Consistent with Connecticut boat registration requirements, annual boating fees will be valid until April 30 of the following year and must be renewed each year.

**Section 4. Member Voting Rights.** As more specifically set forth in these Bylaws, the Members, who are entitled to vote as provided in section 2 of this Article, shall have the right to vote on the following matters:

- (a) Election of directors to the Board;
- (b) Amendment of these Bylaws;
- (c) Amendment of the Certificate;
- (d) the dissolution and liquidation of the HLIA; or
- (e) any merger, consolidation, amalgamation or other combination of the HLIA with or into another entity, or the sale or other conveyance of all or substantially all of the assets and operations of the HLIA, in a single transaction or series of related transactions.

Those matters set forth in this Article I, Section 4(b) – (e) shall be referred to in these Bylaws as the “Fundamental Matters.” Members may not vote by proxy. For purposes of clarity, and consistent with § 33-1080 of the Act, all corporate powers and actions, except such powers and actions as are explicitly reserved to the Members as provided in the HLIA’s Certificate of Incorporation (the “Certificate”) and these Bylaws, are vested in and shall be exercised by or under the authority of the HLIA’s Board of Directors (the “Board”).

**Section 5. Limitation of Liability.** Consistent with the Act, no Member shall be liable to the HLIA or its creditors with respect to such Member’s membership, except for such Member’s obligation to pay any outstanding dues. Notwithstanding the previous sentence, Members may be liable for their actions or omissions which violate the Bylaws or requirements of the HLIA, the Rules and Regulations of the Wolcott Land Conservation Trust, Inc. for Hitchcock Lake, or any applicable municipal, state or federal law.

## 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.** All corporate powers, other than those reserved to or shared with the Members, shall be exercised by or under the authority of, and the activities, property, and affairs of the HLIA shall be managed by or under the direction of, the Board. All authority of the directors is vested in the Board as a whole, and no individual director has any authority to act for or bind the HLIA, except by action within the confines of the Board (or committee of the Board, to the extent applicable) or to the extent expressly authorized by Article III or by resolution of the Board to act as a representative of the HLIA.

**Section 3. Terms of Office of Officers and Directors.** Officers will be elected for two (2) years and Directors will be elected for three (3) years and shall hold office until their successors are properly elected and qualified. The President will serve for no more than two (2) consecutive terms. The Board shall be divided into three (3) groups of directors of approximately the same size each, and the directors shall serve for staggered terms. No more than one person owning or residing at a

qualifying property may serve on the Board at the same time. Officers of the WLCT may not simultaneously serve as officers of the HLIA.

**Section 4. Nominating Committee.** Election of the Directors shall be at the Annual Meeting of the Members. A Nominating Committee will be formed prior to the Annual Meeting and will be chaired by the President of the HLIA and will consist of two (2) members of the Board of Directors (not seeking re-election) and two (2) eligible members of the HLIA appointed by the Board. Any Member interested in serving on the Board may contact a member of the Nominating Committee requesting to be nominated. The Nominating Committee will select a slate for the open Officers' and Directors' positions and will announce the slate at least three months before the Annual Meeting of the Members.

**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 on or before one month before the Annual Meeting by a written petition signed by at least five (5) members in good standing. No other nominations for the positions of Officers or Directors will be accepted later than one month before the Annual Meeting. In the event that nominations have been received from the general membership, a Ballot Committee will be appointed. The Ballot Committee will consist of three (3) eligible HLIA members. No Officers, Directors or candidates running for office will be eligible for the Ballot Committee.

**Section 6. Election.** Officers and Directors of the HLIA will be elected by its membership at the Annual Meeting. Only one person representing a qualifying property shall be eligible to vote. 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 written ballot prepared by the Ballot Committee. Ballots will state all eligible candidates and the office they are seeking. The Ballot Committee 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 announce the results at the Annual Meeting.

**Section 7. 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 prior to the Annual Meeting. The Ballot Committee will establish the rules for the absentee ballot.

**Section 8. Vacancies.** Any vacant position shall be filled for the unexpired portion of the term by vote of the remaining directors and officers.

**Section 9. Removal.** An Officer or Director may be removed from office at any time with or without cause by an affirmative vote of at least two-thirds (2/3) of the Board of Directors at any meeting at which a quorum of the Board is present, and for which notice of the meeting provides that a purpose of the meeting is removal of the Officer or Director. An Officer or Director may also be removed by an

affirmative vote of at least two-thirds (2/3) of the members attending a meeting; provided that proper notice is given as required by these Bylaws.

**Section 10. Quorum and Voting.** A majority of the Board of Directors then serving shall constitute a quorum for the transaction of business at any meeting of the Board. The affirmative vote of a majority of the directors present at a meeting at which there is a quorum shall be required for action by the Board on any matter.

**Section 11. Participation in Meeting by Teleconference or Similar Means.** An officer or director may participate in a meeting of the Board by, or conduct the meeting through the use of, any means of communication by which all directors participating in the meeting may simultaneously hear one another during the meeting. An officer or director participating in a meeting by this means is deemed to be present “in person” at the meeting.

**Section 12. Transaction of Business by Unanimous Written Consent.** Any corporate action required or permitted to be taken by the Board (or a committee of the Board, as applicable) under the Act may be taken without a meeting if each officer and director on the Board (or committee, as applicable) signs a written consent describing the action taken or to be taken and delivers it to the HLIA for inclusion within the HLIA’s records. Action taken under this Section is effective when the last director signs the written consent, unless the written consent specifies the time at which the action taken thereunder is to be effective. A consent signed under this Section has the effect of a meeting vote and may be so described. Without limiting the generality of the foregoing, a written consent may be circulated to the Board via electronic transmission and the directors may “sign” such consent by responding in the affirmative via electronic transmission, provided each electronic transmission response contains the applicable director’s “electronic signature” as defined in Conn. Gen. Stat. § 1-267(8), as the same may hereafter be revised or replaced.

**Section 13. Committees.** The Board may create such *ad hoc* or permanent committees as it, in its discretion, deems necessary or proper for the prudent governance of the HLIA. Any committee shall have only those powers and responsibilities conferred upon it by the resolution creating the committee. In no event shall any committee have any powers which, under the Act, may not be conferred upon a committee of the board of directors of a Connecticut nonstock corporation. Any committee containing non-directors may advise, recommend, investigate and report to the Board on such matters as may be assigned to it, but shall not exercise the power or authority of the Board.

**Section 14. Audit Committee.** The President shall appoint an Audit Committee consisting of at least one Board member and one member of the general membership to audit the financial records of the HLIA. The Audit Committee shall present its report to the Board at the first general membership meeting after January each year.

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, leases, notes and documents of any kind on behalf 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.

**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 of such meetings at the next meeting for approval. The Secretary will see that all notices are duly given in accordance with the provisions of these Bylaws. The Secretary shall authenticate records of the HLIA and perform such other duties as are generally incident to the office as directed by the Board of Directors and the President.

**Section 4. Treasurer.** The Treasurer 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, in general, perform all 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 or are required by law.

**Section 5. 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 Members of the HLIA will be held during the month of January in each year, unless the Board of Directors by an affirmative vote of at least two-thirds (2/3) of the Board determines that the Annual Meeting should be held during another month. If the Board of Directors votes to change the month of the Annual Meeting of Members, the Board shall provide notice of such determination at least sixty (60) days prior to the first Annual Meeting to be held during a different month. Written notice of the Annual Meeting will be given at least ten (10) days, and not more than sixty (60) days prior to said meeting. Notice of each annual meeting, stating the date, time, and place of the meeting, shall be given to each Member. At each annual meeting, the Members shall elect directors of the HLIA and shall transact whatever other business may properly come before the meeting; *provided, however*, that Fundamental Matters (as defined herein) may not be brought before the annual meeting unless specifically described in a Notice (as defined herein).

**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. The schedule for general meetings will be posted on the HLIA website, or otherwise provided to the members. Any actions taken on behalf of the HLIA at such meetings shall be made by a vote of the Board in accordance with the requirements of Article II.

**Section 3. Special Meetings of the Membership.** Special Meetings of the Membership of the HLIA may be called by the President and shall 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, unless proper notice is given to the Members that there will be a vote on one of the matters for which the members have the right to vote under Article I, Section 4.

**Section 4. Regular Meetings of the Board of Directors.** Regular meetings of the Board shall be held at the time and place specified from time to time by the President or resolution of the Board. Notice of regular meetings of the Board need not be given, however the schedule of regular meetings shall be posted on the HLIA's website. None of the Fundamental Matters may be brought before a regular meeting for a vote, unless specifically described in a Notice given at least ten (10) days before the meeting.

**Section 5. Special Meetings of the Board of Directors.** Special Meetings of the Board of Directors may be called by, or at the request of the President or any two Officers or Directors. If the President does not call the meeting within seven (7) days after receipt of a written request by two Officers or Directors, the Officers

or Directors making the request may call the meeting. Notice may be given by the person calling the meeting. At least two (2) days' Notice of each special meeting shall be given to each Officer and Director. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called, and only those items included in the Notice may be voted upon at the special meeting.

**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. A majority of the Officers and Directors present at any meeting may adjourn the meeting to another date not exceeding thirty (30) days from the date of the meeting originally called. Notice of the new date, time and place of any adjourned meeting need not be given if the new date, time, and place are announced at the meeting before adjournment. At such substitute meeting any business may be transacted which might have been transacted at the meeting originally called, provided a quorum is present.

## ARTICLE V Other Provisions

**Section 1. Indemnification and Advances; Insurance.** The HLIA shall be bound by and comply with the provisions of §§ 33-1118 and 33-1122(c) of the Act pertaining to the mandatory indemnification of directors, officers, employees and agents. Pursuant to § 33-1124(a) of the Act, the HLIA shall indemnify its directors, officers, and employees (in accordance with § 33-1117 (except for subsection (a)(2)) of the Act and § 33-1122 of the Act) to the fullest extent permitted by law; provided, however, the foregoing notwithstanding, the HLIA may (but shall not be required to), in the sole discretion of the Board: (i) indemnify agents of the HLIA in accordance with §§ 33-1117 and 33-1122 of the Act, (ii) advance fees or reimburse expenses to directors, officers, employees, or agents in accordance with §§ 33-1119 and 33-1122 of the Act, or (iii) indemnify directors in accordance with § 33-1117(a)(2) of the Act as set forth in the Certificate. In accordance with § 33-1123 of the Act, the HLIA may purchase and maintain insurance, to provide greater indemnification than that permitted by the Act, on behalf of any individual who is or was a director, officer, employee, agent, or other representative of the HLIA (including the Members) to the extent set forth in the policy of insurance.

**Section 2. Payment of Bills; Financial Reports; Fiscal Year.** The HLIA shall prepare or have prepared each fiscal year a financial report that includes a balance sheet as of the end of the fiscal year, and a revenue and disbursement statement for the year ending on such date. The Board shall prepare or cause to be prepared an annual budget for the HLIA prior to the beginning of each fiscal year of the HLIA. The Board has authority to approve payment of bills incurred by the HLIA. Any expenses pre-approved in the Annual Budget may be paid by the President or the Treasurer without additional approval by the Board. The HLIA shall file such informational and/or other tax returns with the Internal Revenue Service and with applicable State agencies as required under law. The fiscal year of the Corporation

shall be the calendar year unless otherwise determined by the Board. The HLIA will not have power to loan its funds to anyone.

**Section 3. Conflict of Interest Policy.** The HLIA shall adopt and at all times maintain a conflict of interest policy, which shall be adopted, maintained, and revised from time to time by the Board. A copy of the conflict of interest policy shall be kept in the permanent records of the HLIA.

**Section 4. Amendment of Bylaws; Record of Changes.** Except as otherwise specified by the Act, new Bylaws may be adopted and existing Bylaws may be amended or repealed by the affirmative vote of at least two-thirds (2/3) of the directors then serving and the affirmative vote of at least two-thirds (2/3) of the Members present, at a duly constituted meeting for which Notice includes the proposed Bylaws for approval, or of the amendment or repeal of existing Bylaws. Whenever a Bylaw is amended or repealed, or a new Bylaw is adopted, the action and the date on which it was taken shall be noted on the original Bylaws in the appropriate place, or a new set of Bylaws shall be prepared incorporating the changes.

**Section 5. Amendment of the Certificate.** The Certificate may be amended at any time by the affirmative vote at least two-thirds (2/3) of the directors then serving and the affirmative vote of at least two-thirds (2/3) of the Members present, at a duly constituted meeting or meetings for which the Notice includes the proposed amendment(s).

**Section 6. Inconsistencies with the Certificate.** In the event of any inconsistency between the Certificate and these Bylaws, the terms of the Certificate shall prevail.

**Section 7. Notice.** "Notice," as used throughout these Bylaws, and as defined in the Act, shall be in writing unless oral notice is reasonable under the circumstances. Notice by electronic transmission is written notice. Electronic transmission means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval and reproduction of information by the recipient. Notice shall indicate the date, time, and place of the applicable meeting of the Members or Board and shall include any other information related to such meeting as determined by the Board or as otherwise consistent with these Bylaws. For any action on Fundamental Matters, the Notice to the Board or the Members must contain a specific reference to the action to be voted on. At least ten (10) days, and not more than sixty (60) days, prior to a meeting at which a vote of the members will be held, the HLIA shall provide written notice to members entitled to vote.

\*\*\*Certified by the Secretary of the HLIA as the Bylaws of the HLIA effective as of January 25, 2021.

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Name:  
Title: Secretary