

SAYBROOK MANOR ASSOCIATION

Old Saybrook, Connecticut

Changes in the By-Laws of the Saybrook Manor Association

Article I, Section 1

The annual meeting of the Saybrook Manor Association shall be held on the Sunday following Labor Day in September of each calendar year. (Voted Annual Meeting, May 28, 1978)

Article III, Section 4

Regular meetings of the Board of Governors shall be held on the first Sunday of April, August, and October of each calendar year, unless such Sundays fall on a holiday, in which event such regular meetings shall be held on the second Sunday of the month containing such holiday. (Voted Annual Meeting, May 28, 1978)

ARTICLE VII, Section 2

The fiscal year of the Association shall begin on the 1st day of July of each year and shall end on the 30th day of the following June. (State Statutes, Public Act 74-299 Conversion to Uniform Fiscal Year)

BY-LAWS OF THE SAYBROOK MANOR ASSOCIATION

MEETINGS OF THE ASSOCIATION

ARTICLE I

Sec. 1.

The annual meeting of the Saybrook Manor Association shall be held on the first Sunday after Labor Day of each calendar year.

Sec. 2.

Special meetings of the Association may be held subject to a call by the Chair of the Board of Governors. Special meetings of the Saybrook Manor Association shall be called by said Chair if requested in writing to do so by three or more members of the Board of Governors, such request to state the object and purpose for which such special meeting of the Association is requested. At any special meeting of the Association no business shall be transacted except that stated on the call of such meeting.

Sec. 3.

The call for all meetings of the Association shall be communicated by mail, email or other means and shall be given by the Clerk of the Association at least five days in advance of such meeting, to the address of the members of the Association which appears on the records of the Tax Collector of the Town of Old Saybrook, Connecticut. The call shall state the objects and purposes for which all meetings of the Association are called. The Clerk of the association shall forthwith proceed to issue a call for meetings of the Association upon his receipt of instructions thereon from the Chair of the Board of Governors.

PROCEDURE

ARTICLE II

Sec. 1.

All procedural questions at all meetings of the Association as well as at all meetings of the Board of Governors and of all standing and special sub committees of either the Association or title Board of Governors, shall be determined by Robert's Manual on the Rules of Order.

ARTICLE III

BOARD OF GOVERNORS

Sec. I.

The Board of Governors shall have and exercise all the powers of the Association between regular meetings of the Association, which said powers the Association itself has and might use and exercise, with the exception of its powers relative to the adoption of a budget and tax; but all acts or actions of the Board

of Governors shall be subject to the approval or disapproval of the Association at the next regular meeting of the Association prior to such acts or actions.

Sec. 2.

The Board of Governors elected at the annual meetings of the Association shall consist of nine (9) members, each elected to serve for a period of one year from their election and until others are chosen in their stead, provided that beginning with the annual meeting in the Spring of 1934, it shall be the rule that automatically the first three (3) Governors elected each year, shall be elected by the Association again, for a second consecutive term and again for a third consecutive term, and the second three (3) Governors so elected shall be elected again for a second consecutive term, thereby assuring a continuity in office of each member of the Board of Governors beginning with said annual meeting in the Spring of 1934, for a period of three (3) years, with rotation of groups of three on said Board of Governors.

Sec. 3.

A quorum for the purpose of transacting business at all meetings of the Board of Governors shall consist of not less than five (5) members of said Board of Governors.

Sec. 4.

Regular meetings of the Board of Governors shall be held on the first Mondays of April, July and October, of each calendar year, unless such Mondays fall on holiday, in which event such regular meetings shall be held on the second Monday of the month containing such holiday.

Sec. 5.

Special meetings of the Board of Governors may be held subject to call by the Chair of the Board of Governors. Special meetings of the Board of Governors shall be called by said Chair, if requested in writing to do so by two or more members of the Board of Governors, such request to state the object and purpose for which said special meeting of the Board of Governors is requested. At any special meeting of the Board of Governors no business shall be transacted except that stated in the call of such meeting.

Sec. 6.

The call for all meetings of the Board of Governors shall be communicated by mail, email or other means and shall be made by the Clerk of the Association thereof at least five days in advance of such meeting to each of the members of the Board of Governors. The call shall state the objects and purposes for which all meetings of the Board of Governors called. The Clerk of the Association shall forthwith proceed to issue a call for meetings of the Board of Governors upon receipt of instructions thereon from the Chairman of the Board of Governors.

Sec. 7.

Any vacancies in the Board of Governors may be filled by a majority of the remaining members of said Board of Governors, for the remainder of the term; provided that such vacancy be filled at a regular or special meeting of the Board of Governors, held not later than thirty (30) days following the

commencement of such vacancy; and provided that the Board of Governors then adopt for recommendation to the next annual meeting of the Association, a definite position regarding whether such incumbent member of the Board of Governors shall or shall not qualify for automatic reelection to the Board of Governors in accordance with the provisions of Section 21 above.

ARTICLE IV

OFFICERS

Sec. 1.

The officers of The Saybrook Manor Association shall consist of a Chairman, a Clerk, a Treasurer, and a Tax Collector.

Sec. 2.

The Chairman of the Association shall be the chief executive officer of the Association and of the Board of Governors. They shall preside over the meetings of the Board of Governors and over all meetings of the Association. In the absence of the Chair, the Clerk or the Treasurer shall preside at such meetings.

Sec. 3.

The Clerk of the Association shall also be the Clerk of the Board of Governor. An officer shall sign all warnings, notices, orders and Bylaws, together with all rules and regulations. The Clerk shall keep written records of the minutes of all the meetings of the Board of Governors, and of the minutes of all the meetings of the Association, which shall be available at all reasonable times for reasonable inspection by members of the Association. The Clerk shall prepare forthwith and promptly send out all calls for meetings of the Board of Governors or for meetings of the Association, upon receipt of instructions thereon from the Chair. The Clerk shall properly and securely keep all the documents, valuable papers and records of the Association, except such as are kept by the Treasurer. The Clerk shall act in cooperation with the Treasurer and Tax Collector with reference to all matters relating to the levying and collection of taxes, for and on behalf of the Association. The Clerk shall forthwith prepare and continue to keep, a complete, indexed record at all times of those persons entitled to membership in this Association, in accordance with the provisions of Section 3 of the Special Act incorporating this Association, to which reference is made above; this membership roster shall include the full name, the home address, the business address, where applicable.

Sec. 4.

The Board of the Association shall maintain a satisfactory Directors and Officers Insurance Policy. The Treasurer shall handle and disburse all of the moneys and securities of the Association; they shall securely keep the financial documents of the Association; they shall keep a bank account in the name of the Association, for the funds of the Association. They shall have power to disburse funds upon documented approval from the Chairman or other Officer. The Treasurer shall render an account documenting the complete financial transactions of the association, which records shall be open to the reasonable inspection of all members of the association at all reasonable times. The Treasurer shall render complete

written reports regarding the financial transactions of the Association (one copy for each member) at all regular meetings of the Board of Governors and at all special meetings of the Board of Governors, when specially requested in writing so to do by the Chair. The Treasurer shall render a complete written report on the financial operations and financial situation of the Association at the annual meeting of the Association, The Treasurer shall attend all meetings of the Association unless excused by the Board of Governors when, in their opinion, their absence is unavoidable. The Treasurer shall not pay bills or claims made against the Association until the same has been formally approved by proper vote, either of the Association or of the Board of Governors. The Treasurer shall act in cooperation with the Clerk and the Tax Collector and in accordance with all statutory requirements as set forth by the State of Connecticut.

Sec. 5.

The Tax Collector of the Association shall work for the Association under the direction of the Board of Governors, which shall provide for a salary, for arrangements regarding the issuance of tax bills and the collection of the same. The Tax Collector shall act in cooperation with the Treasurer and Clerk of the Association and in accordance with all statutory requirements as set forth by the State of Connecticut.

COMMITTEES

Sec. 1.

Such standing or special committees as are deemed necessary may be erected from time to time by the Board of Governors and by the Association. The Clerk or Designee of the Association shall be a member ex officio, without voting power, of all such committees, shall attend their meetings and shall keep a written record of the minutes of all such meetings, which minutes shall be filed with the records of the minutes of all meetings of the Board of Governors and of all meetings of the Association

LOCATION OF RECORDS AUDITORS

ARTICLE VI

Sec. I.

The Board of Governors shall determine the place at which all of the records, documents and valuable papers of the Association shall be kept available at all reasonable times for the reasonable inspection of members of the Association.

AUDITORS

ARTICLE VII

Sec. 1.

The Board of Governors shall appoint two (2) auditors one (1) of whom shall not be an Association member, who shall audit the books of the Treasurer and the books of the Tax Collector of the Association at least one week before the annual meeting of the Association, certifying to such annual meeting in

writing, their opinion of the condition of said books of account, and their opinion of the financial situation of the Association.

AMENDMENTS

ARTICLE VIII

Sec. 1.

These By-Laws may be altered, amended, repealed, or added to at any meeting of the Association by a vote of two-thirds of the members present; provided such proposed changes have been duly set forth in the call of such meeting.

Sec. 2.

In the event of such changes in the By Laws, or in the event of the establishment ~~(or)~~ of changes in rules and regulations when adopted by the Association such change shall become effective forthwith upon the vote of the Association, unless otherwise specifically provided in such changes.

Sec. 3.

Copies of these By-Laws, and copies of all changes in these By Laws, and copies of all rules and regulations of the Association, when adopted, and copies of all changes in such rules and regulations shall be kept in written form thereof by the Clerk of the Association and shall be available to members of Association, who may obtain same at any reasonable time upon request to the Clerk of the Association.

Adopted October 15th, 1933

Signed By the Board Of Governors

H.B. Smith, Chairman

A.M Williams, Clerk

A.W. Bulluss, Treasurer

S. Tobias, Tax Collector

W. Groth

F. Kirk

E. Copeland

H.C. Brainard

This document includes revisions that were voted upon and approved by the Board of Governors and the membership on September 8, 2024.