

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 Statute, Public Act 74-299, Conversion to Uniform Fiscal Year)

BY-LAWS OF THE SAYBROOK MANOR ASSOCIATION, INC.

ARTICLE I

MEETINGS OF THE
ASSOCIATION

Sec. 1. The annual meeting of the Saybrook Manor Association shall be held on the Sunday preceding Memorial Day in May of each calendar year.

Sec. 2. Special meetings of the Association may be held subject to call by the Chairman of the Board of Governors. Special meetings of the Association shall be called by said Chairman if he is 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 in the call of such meeting.

Sec. 3. The call for all meetings of the Association shall be in writing and shall be given by the Clerk of the Association mailing such written notice, postpaid, at least five days in advance of such meetings, 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 Chairman of the Board of Governors.

ARTICLE II

PROCEDURE

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 the Board of Governors, shall be determined by Robert's Manual on the Rules of Parliamentary Order.

ARTICLE III

BOARD OF GOVERNORS

Sec. 1. 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 subsequent 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 a 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 Chairman of the Board of Governors. Special meetings of the Board of Governors shall be called by said Chairman, if he is 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 in writing and shall be made by the Clerk of the Association mailing, postpaid, written notice 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 are called. The Clerk of the Association shall forthwith proceed to issue a call for meetings of the Board of Governors upon his 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 re-election to the Board of Governors in accordance with the provisions of Section 2, 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. He shall preside over the meetings of the Board of Governors and over all meetings of the Association. In the absence of the Chairman, 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 Governors. The Clerk shall sign all warnings, notices, orders and By-Laws, together with all rules and regulations. The Clerk shall keep written records of the minutes of all of the meetings of the Board of Governors, and of the minutes of all of 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 Chairman. The Clerk shall properly and securely keep all of 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 in 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 obtainable and a statement of the description of each particular cottage, dwelling or other real estate within the territorial limits of the Association, of each member. The Clerk shall bring this membership roster to all meetings of the Association; the membership roster shall be open at all reasonable times to the reasonable inspection of the members of the Association.
- Sec. 4. The Treasurer of the Association shall furnish a satisfactory surety bond in favor of the Association in the sum of One Thousand (1,000) Dollars. Treasurer shall handle and disburse all of the moneys and securities of the Association; he shall securely keep the financial documents of the Association; he shall keep a bank account in the name of the Association, for the funds of the Association. He shall have power to sign all checks drawn in behalf of the Association, which checks shall not be valid until the same are countersigned by the Chairman. The Treasurer shall keep books of account and written records showing 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 Chairman. 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, his absence is unavoidable. The Treasurer shall not pay bills or claims made against the Association until the same have 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 with regard to all matters relating to the preparation of a tax list, a rate book, tax warrants, rate bills, liens and all other matters connected with the collection of taxes levied by and for the benefit of the Association.

Sec. 5. The Tax Collector of the Association shall work for the Association under the terms of a written contract, which shall provide for a salary, for his furnishing a satisfactory surety bond for the benefit of the Association, for arrangements regarding the issuance of tax bills and the collection of the same, and for the remittance on the first and fifteenth of each calendar month, to the Treasurer of the Association of all tax moneys collected by said Tax Collector. The Tax Collector shall act in cooperation with the Treasurer and Clerk of the Association with regard to all matters relating to the preparation of the tax list, the rate book, tax warrants, rate bills, liens and all other matters connected with the collection of taxes levied by and for the benefit of the Association.

ARTICLE V

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 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. In the event of the inability of the Clerk to attend such meetings of such committees he shall notify the Chairman personally in advance. The Chairman shall then forthwith appoint a temporary clerk for such meeting; and such temporary clerk shall be charged with the Clerk's duties for such occasion. If the Clerk or such temporary clerk is not present at such meeting of such committee, such committee meeting shall be adjourned by its presiding officer until the Clerk or such temporary clerk can be present.

ARTICLE VI

LOCATION OF
RECORDS

Sec. 1. 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.

ARTICLE VII

AUDITORS

Sec. 1. The Board of Governors shall appoint two (2) auditors 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.

Sec. 2. The fiscal year of the Association shall begin on the 15th day of May of each year and shall end on the 14th day of the following May.

ARTICLE VIII

AMENDMENTS

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 the form of written copies 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 15, 1933

Signed by the Board of Governors

H. B. Smith, Chairman
A. M. Williams, Clerk
A. W. Bulluss, Treasurer
S. Tobias, Tax Collector
W. J. McKee
W. Groth
F. Kirk
E. Copeland
H. C. Brainard